Company Number 445520

THE COMPANIES ACT 1929

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE CAMPING AND CARAVANNING CLUB LIMITED

Incorporated 22 November 1947

Amended 24 April 1971

Amended by special resolution [ ] 2009

CONTENTS

	Page
GENERAL	2
OBJECTS	3
MEMBERS	4
GENERAL MEETINGS	6
PROCEEDINGS AT GENERAL MEETINGS	6
VOTES OF MEMBERS	7
MEMBERS' RESOLUTIONS	8
PRESIDENT	9
SECRETARY	9
HONORARY TREASURER	9
COUNCIL	9
POWERS OF THE COUNCIL	10
THE SEAL	10
DISQUALIFICATION OF MEMBERS OF THE COUNCIL	10
ROTATION OF MEMBERS OF THE COUNCIL	11
PROCEEDINGS OF THE COUNCIL	11
ACCOUNTS	12
AUDIT	13
NOTICES	13
INDEMNITY	13
WINDING UP	14

Company Number 445520

THE COMPANIES ACT 1929

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE CAMPING AND CARAVANNING CLUB LIMITED

GENERAL

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof it not inconsistent with the subject or context:-

the "**1985 Act**"	means the Companies Act 1985, in force from time to time
the "**2006 Act**"	means the Companies Act 2006, in force from time to time
the "Acts"	means the 1985 Act and the 2006 Act
the "**Association**"	means the above-named Association
the "**Council**"	means the Council of Management for the time being of the Association appointed in accordance with Articles 51 to 56
"Directly Elected Member"	means a member of the Association appointed to the Council by postal vote in accordance with Article 53
"electronic" or "electronically "	has the meaning given to it in section 1168 of the 2006 Act
"**Month**"	means a calendar month
"**the** "**Office**"	means the Registered Office of the Association
"**these presents**"	means these Articles of Association, and the regulations of the Association from time to time in force
"Representative Member"	means a member of the Association elected by each regional or district association, group or section in accordance with Article 54 to represent that regional or district association, group or section on the Council
the "**Seal**"	means the Common Seal of the Association
"**in writing**"	means written, printed, electronic or lithographed, or partly one and partly another, and other models or representing or reproducing words in a visible form

1.1 and words importing the singular number only shall include the plural number, and vice versa;

1.2 words importing the masculine gender only shall include the feminine gender; and

1.3 words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Acts or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

2. The number of the members with which the Association proposes to be registered is unlimited.

3. The provisions of section 352 of the 1985 Act shall be observed by the Association, and every member of the Association shall either (i) sign a written consent or submit their consent electronically to become a member or (ii) sign the register of members on becoming a member.

OBJECTS

4. The objects for which the Association is established are:-

4.1 to encourage and to help all, especially young people and those of limited means, to a greater knowledge, love and care of the countryside, to develop their self-reliance and independence, and to promote their physical health, spiritual welfare and education by spending as much time in the open air as possible by means of camping, caravanning and similar activities;

4.2 to protect the interests of campers and caravanners;

4.3 to acquire by gift, purchase or otherwise, lease, hold and manage camping sites for the use of its members and others at reasonable charges;

4.4 to obtain and make available to its members and others information as to camping and caravanning sites;

4.5 to stimulate the invention and adoption of appliances for camping and caravanning, and to arrange for the supply of the same to its members and others;

4.6 to insist on a high standard and lay down a code of good camping and obtain observance of the same by its members and others;

4.7 to promote and hold exhibitions, meetings and competitions to improve the standard of camping and caravanning and to give prizes, medals and awards therefore;

4.8 to promote international understanding by the arrangement of tours and camps abroad for its members and others and by the organisation of tours and camps in Great Britain and Ireland for foreign campers and others;

4.9 to co-operate with the International Federation of Camping and Caravanning or any other organisation which has as one of its objects the promotion of international goodwill through the medium of any of the activities aforesaid;

4.10 to receive donations for the purpose of carrying out the above objects;

4.11 to combine with other organisations interested in camping, caravanning, preservation of the countryside and access thereto in furthering any of the said objects;

4.12 to purchase, take on 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 its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association;

4.13 to sell, lease, sub-let, mortgage, dispose of or turn to account 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;

4.14 to undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects;

4.15 to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit;

4.16 to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, but so that moneys subject to or representing property subject to the jurisdiction of the Charity Commissioner for England and Wales shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law;

4.17 to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Association or calculated to further its objects; and

4.18 to do all such other things as are incidental or conducive to the attainment of the above objects or any of them;

Provided that:

4.19 the Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union;

4.20 in case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Managers or Trustees of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Managers or Trustees have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Charity Commissioners over such Managers or Trustees but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as allowed by law, having regard to such trusts.

5. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles of Association, 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 the members of the Association;

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of a reasonable rate of interest on money lent or reasonable and proper rent for premises demised or let by any member of the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association, or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting , water, cable, or telephone company of which a member of the Council of Management or Governing Body may be a member, or any other company in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

MEMBERS

6. The subscribers to the Memorandum of Association and the President and any Vice-President or Vice-Presidents of the Association from time to time, any co-opted member of the Council during

the period of his office and such other persons as the Council shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association.

7. There shall be payable to the Association by its members such entrance fees and subscriptions as the Council shall from time to time prescribe, provided that the Council may admit to membership any person distinguished for services to the Association or distinguished in connection with any of the matters in which the Association is interested without payment of entrance fees or subscriptions.

8. The liability of each member is limited.

9. Every applicant for membership shall, on application for membership, sign a form of undertaking:-

9.1 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 payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound;

9.2 to pay to the Association during his membership such entrance fees and annual or life subscriptions as the Council shall from time to time prescribe (subject to exemption of those members referred to in Article 7 hereof);

9.3 to be bound by the Articles of Association and the rules and regulations made by the Council thereunder and to observe the Camping and Caravanning Club's Code for Campers; and

9.4 not to avail himself of the privileges granted to members under the Public Health Act, 1936, and the Town and Country Planning (General Permitted Development) Order 1995:-

9.4.1 when using any site conducted on commercial lines;

9.4.2 when using any site for more than 42 consecutive days or more than 60 days in any 12 months unless such site has been specially approved for this purpose by the Council; and

9.4.3 when occupying any structure other than a bona fide mobile caravan or tent or such other camping equipment as may be approved by the Council.

10. The Council shall notify an applicant for membership whether they have been admitted as members or otherwise.

11. The Council may refuse to admit any person as a member or to accept an annual subscription from any member without assigning a reason for so doing.

12. Any member may resign and cease to be a member upon signifying his desire to do so in writing to the Secretary. Any member ceasing to be a member shall nevertheless remain liable to pay to the Association all monies due from him to the Association at the time of his ceasing to be a member.

13. Should the annual subscription of any member be refused under the provisions of Article 11 or be unpaid for a period of two months of the same becoming due, he shall cease *ipso facto* to be a member, but may be reinstated in the discretion of the Council on payment of all arrears.

14. Should any member be guilty in the opinion of the Council of a breach of the camping code or regulations referred to in Articles 9.3 and 9.4 or of conduct detrimental or inimicable to the reputation of the Association, the Council may by resolution terminate his membership. The Council may delegate its powers under this article to a Disciplinary Committee of not less than five members of the Association, of whom three shall form a quorum.

15. Any member whose conduct is in question shall have at least 14 days' notice of the intention to propose a resolution for his removal from membership under the last preceding article and shall be entitled to attend the meetings of the Council or Disciplinary Committee at which such resolution

shall be proposed and to be heard thereon. The member shall also be entitled to appeal from any decision of the Council or Disciplinary Committee to a General Meeting of the Association called for that purpose.

16. The Council shall have power to sanction the formation of regional or district associations, groups or sections for the purposes of the local promotion of the interests of the Association, subject to such conditions and regulations as they may decide upon from time to time, and may from time to time alter, sub-divide or amalgamate such areas and dissolve any regional or district association, group or section, and may from time to time approve of any member transferring his membership from one regional or district association, group or section to another or ceasing to be a member of a regional or district association, group or section.

17. Each regional or district association, group or section sanctioned by the Council shall have the power to nominate one Representative Member in accordance with Article 54.

GENERAL MEETINGS

18. An Annual General Meeting of the Association shall be held once in every calendar year at such time and place as may be determined by the Council, provided that every Annual General Meeting shall be held not more that 15 months after the holding of the last preceding meeting.

19. All other meetings of the Association shall be called General Meetings.

20. The Council may whenever they think fit convene a General Meeting and General Meetings shall be convened on such requisition, or in default may be convened on the requisition of the members pursuant to the provisions of the 2006 Act.

21. At least 14 clear days' notice, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in accordance with these Articles to such persons as are under these Articles entitled to receive such notices from the Association; but with the consent of the majority in number of members holding at least ninety per cent of the total voting rights at that meeting, a meeting may be convened by such notice and in such manner as those members may think fit. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any member shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed special that is transacted at an Extraordinary Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring by rotation, and the fixing of the remuneration of the Auditors. A Special Resolution must be passed by a majority of not less than three-fourths of such members as being entitled so to do, vote in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

23. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided seven members personally present shall be a quorum.

24. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Chairman shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

25. The Chairman, or in his absence the Vice-Chairman, of the Council shall preside as Chairman at every General Meeting, but if there be no such officer present within 15 minutes after the time appointed for holding the same, or if both such officers shall be unwilling to preside, the members

present shall choose some members of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

26. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for 10 days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transferred at an adjourned meeting.

27. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands by a majority of the members present in person or by proxy and entitled to vote, unless:-

27.1 before or upon the declaration of the result of the show of hands a poll be demanded by the Chairman; or

27.2 at least three members present in person or by proxy and entitled to vote;

and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Association shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

28. If a poll be demanded in accordance with Article 27, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

29. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

31. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

32. Subject as hereinafter provided, every member of the age of 18 years and over shall have one vote.

33. Save as therein expressly provided no person other than a member duly registered and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to be present or (if of the age of 18 years and over) to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.

34. Votes may be given on a poll or on a show of hands either personally or by proxy.

35. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if such appointer is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.

36. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a copy of such authority certified notarially or in some other way approved by the directors shall be deposited at or sent by post or by facsimile transmission to the office or such other place 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 appointed

for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, otherwise the person named shall not be entitled to vote in respect thereof. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

37. In the case of a poll taken more than 48 hours after it is demanded, the instrument appointing a proxy and any appropriate authority shall be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll.

38. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.

39. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

> "The Camping and Caravanning Club Limited"
>
> "I [ ] of [ ] a member of The Camping and Caravanning Club Limited, herby appoint [ ], and failing him, [ ] of [ ], to vote for me and on my behalf at the [Annual or Extraordinary, *as the case may be*] General Meeting of the Association to be held on the [ ] day of [ ] and at every adjournment thereof. As witness my hand this [ ] day of [ ]."

MEMBERS' RESOLUTIONS

40. The members of the Association may require the Council to give notice of a resolution to members entitled to receive notice of the next Annual General Meeting which may properly be moved and is intended to be moved at that meeting.

41. The Council shall be required to give notice to eligible members of a resolution requested to be proposed under Article 40 provided that:

41.1 a request to give notice of such a resolution is received from at least five thousand members who have a right to vote on the resolution at the annual general meeting to which the request relates; and

41.2 all requests are received by the Association not later than 10 weeks before the Annual General Meeting to which the requests relate.

42. The members of the Association may require the Council to circulate a resolution to members that may properly be moved and is proposed to be moved as a written resolution, and may require the Council to circulate with it a statement of not more than one thousand words on the subject matter of the resolution.

43. The Council shall be required to send or submit to every eligible member a copy of the written resolution requested to be circulated under Article 42 and a copy of any accompanying statement provided that a request to circulate such a resolution is received from at least five thousand members.

44. The Council must circulate the written resolution requested under Article 42 by sending copies at the same time (so far as reasonably practicable) to all eligible members in hard copy form, in electronic form or by means of a website, not more than 21 days after it becomes subject to the requirement under Article 43 to circulate the resolution. The copy of the resolution must be accompanied by guidance as to how to signify agreement to the resolution, and the date by which the resolution must be passed if it is not to lapse.

45. A request pursuant to Articles 40 or 42 must be in hard copy form and must contain the details and signature of each member making such a request.

46. The Council may refuse to propose a resolution requested to be proposed at the Annual General Meeting under Article 40 or circulate a written resolution requested to be circulated in accordance with Article 42 if it reasonably believes the proposed resolution is defamatory of any person or is frivolous or vexatious.

PRESIDENT

47. There shall be a President and one or more Vice-Presidents of the Association.

48. At the first and at each subsequent Annual General Meeting the Association shall appoint a President and one or more Vice-Presidents for the ensuing year.

SECRETARY

49. There shall be a Secretary of the Association, who shall be appointed and may be removed by the Council. The terms of service of the Secretary shall be fixed by the Council.

HONORARY TREASURER

50. There shall be an Honorary Treasurer of the Association who shall be appointed and may be removed by the Council.

COUNCIL

51. The Council shall consist of:-

51.1 an Honorary Treasurer;

51.2 18 Directly Elected Members;

51.3 such Representative Members as the Council may from time to time decide;

51.4 persons co-opted by the Council, provided that the number of Representative Members and co-opted members shall not together exceed the number of Directly Elected Members. Any member who has enjoyed full voting rights for not less than five years shall be eligible for election to the Council.

52. No person interested in the sale of camping or caravanning equipment or accessories may be elected to the Council or any of its Committees, or hold office as a Directly Elected Member, a Representative Member or on any district association, regional association, group or section, except in an advisory capacity.

53. Directly Elected Members shall be elected by a postal vote of the members of the Association. The postal vote shall be conducted in such manner as the Council may direct, and until the Council shall otherwise direct nominations accompanied by the written consent of the nominees to nomination shall be made in writing and lodged with the Secretary. The list of nominations with ballot papers, if necessary, shall be circulated to all members resident within the United Kingdom at least 21 clear days before the Annual General Meeting and all ballot papers duly completed and returned to the Secretary seven clear days before the Annual General Meetings shall be counted and tabulated by the Secretary and the result reported to the Annual General Meeting.

54. Representative Members shall be elected by the regional or district association, group or section in such manner as the Council shall determine, or, failing such determination, by election at a General Meeting of the regional or district association, group or section, and the nomination shall be notified to the Secretary not less than seven clear days before the date of the Annual General Meeting and shall be reported by the Secretary to such Annual General Meeting. Each Representative Member shall hold office for one year, but shall be eligible for renomination.

55. Each regional or district association, group or section shall be entitled to appoint a member of the Association, not being a Representative Member, to act as deputy for the Representative Member. Such deputy shall be entitled to attend all meetings of the Council, but shall only vote thereat in the absence of the relevant Representative Member.

56. Co-opted members shall hold office for one year, but shall be eligible for re-co-option.

POWERS OF THE COUNCIL

57. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment or registration of the Association as they think fit, and may make regulations for the carrying out of the objects of the Association and rules for the observance of members, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by these presents required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these presents, to the provisions of the Act, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

58. The members for the time being of the Council may act notwithstanding any vacancy in their body; provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

THE SEAL

59. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and of the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

60. The office of a member of the Council shall be vacated:-

60.1 If he is made the subject of a bankruptcy order or has a receiving order or an administration order made against him, or he makes any arrangement or composition with his creditors or otherwise takes advantage of any statute from time top time in force offering relief for insolvent debtors.

60.2 If he becomes a patient within the meaning of the Mental Health Act 1983.

60.3 If he ceases to be a member of the Association.

60.4 If by notice in writing to the Association he resigns his office.

60.5 If he ceases to hold office by virtue of any provision of the Act.

60.6 If without an excuse acceptable to the Council he fails to attend three consecutive meetings of the Council of which he shall received due notice.

60.7 If he is convicted of a criminal offence (other than a driving offence) which the Council resolves renders him unfit to continue in office.

ROTATION OF MEMBERS OF THE COUNCIL

61. At the Annual General Meeting held every year, one-third of the Directly Elected Members of the Council for the time being, or if their number is not a multiple of three then the number nearest to but not exceeding one-third, shall retire from office.

62. A retiring member of the Council shall retain his office until the dissolution or adjournment of the meeting at which his successor is elected or until it is determined not to fill his place.

63. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.

64. The Association shall, at the meeting at which any Directly Elected Members retire in manner aforesaid, fill up the vacated office of each member by electing a person thereto by postal vote in accordance with Article 53.

65. A casual vacancy in the Directly Elected Members may be filled by the Council but the person so appointed shall retire at the next following Annual General Meeting when the remaining period of the vacancy shall be filled from the candidates nominated for election to the Council.

PROCEEDINGS OF THE COUNCIL

66. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.

67. Five members of the Council may, and on the request of five members of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent abroad shall not be entitled to notice a meeting.

68. The Council shall at its first meeting in each year elect a Chairman and a Vice-Chairman for the ensuing year. The Chairman or in his absence the Vice-Chairman shall be entitled to preside at all meetings of the Council. If at any meeting the Chairman and Vice-Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chairman of the meeting.

69. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.

70. The Council may delegate any of their powers to committees consisting of such member or members of the Council and (save for the Disciplinary Committee) of other members of the Association as they think fit (a "**Committee**"), and any Committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Council. The membership of each Committee shall be determined at the first meeting of the Council following the Annual General Meeting in any year (the "**First Council Meeting**") The members of each Committee shall remain on that Committee until the First Council Meeting in the following year, unless during that period such members cease to be members of the Association in accordance with Article 60. For the avoidance of doubt:-

70.1 Any Representative Member who is appointed as a Committee member shall remain on the relevant Committee until the First Council Meeting in the following year, regardless of whether his or her period of election under Article 54 expires during that period; and

70.2 Any member who is appointed a Representative Member shall not be eligible to be appointed as a member of a Committee until the First Council Meeting following their appointment as a Representative Member.

71. The meetings and proceedings of any Committee appointed under Article 70 shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council as aforesaid.

72. All acts bona fide done by any meeting of the Council or of any Committee, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them, were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Council.

73. The Council shall cause proper minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of Association and of the Council and of Committees, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

74. A resolution in writing signed by all the members for the time being of the Council or of any Committee shall be as valid and effectual as if it had been passed at a meeting of the Council or of such Committee duly convened and constituted.

ACCOUNTS

75. The Council shall cause proper books of accounts to be kept in accordance with the 2006 Act with respect to:-

75.1 all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

75.2 all sales and purchases of goods by the Association; and

75.3 the assets and liabilities of the Association.

76. The books of accounts shall be kept at the office, or at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.

77. The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations of the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.

78. In every financial year the Council shall draw up an income and expenditure account for the period since the last preceding account, together with a balance sheet made up to the last day of the relevant financial year . Every such balance sheet shall be accompanied by a report of the Council and a report of the Auditors, and a copy of such account, balance sheet and reports shall be sent to all persons entitled to receive the same in accordance with sections 423 and 424 of the 2006 Act.

AUDIT

79. The accounts of the Association drawn up in accordance with Articles 75 to 78 shall be examined and the correctness of the income and expenditure account and balance sheet shall be ascertained by one or more properly qualified auditor or auditors, who shall make a report to the Association's members in accordance with Chapter 3 of Part 16 of the 2006 Act.

80. Auditors shall be appointed and their duties regulated in accordance with Part 16 of the 2006 Act, the members of the Council being treated as the Directors mentioned in that part.

NOTICES

81. A notice may be served by the Association upon any member:-

81.1 personally;

81.2 by sending it through the post in a prepaid envelope, addressed to such member at his registered address as appearing in the register of members;

81.3 with the relevant Member's consent, shall be given electronically to an address for the time being notified for that purpose to the Association; or

81.4 by making it available on a website and notifying the member of its availability in accordance with the 2006 Act. A member shall be deemed to have agreed that the Association may send or supply a document or information by means of a website if the conditions set out in the Act have been satisfied.

82. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, only members described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

83. Any notice served by post shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

84. Any notice given using electronic communications shall be deemed to have been given at the expiration of 48 hours after the time it was sent.

85. Any notice given by being made available on a website shall be deemed to be given when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received), notice of the fact that the material was available on the website.

INDEMNITY

86. Subject to the provisions of the Acts but without prejudice to any indemnity to which he may otherwise be entitled, every Director, Alternate Director, Secretary or other officer (other than the Auditors) of the Association or of any associated company shall be indemnified out of the assets of the Association against all costs, charges, expenses, losses, damages and liabilities ("Liabilities") incurred by him in or about the execution of his duties or the exercise of his powers or otherwise in relation thereto and, where the Association is a trustee of an occupational pension scheme, against all Liabilities incurred in connection with the Association's activities as a trustee of the pension scheme, including (without prejudice to the generality of the foregoing) any liability incurred by him in defending any proceedings, whether civil, criminal or regulatory which relate to anything done or omitted or alleged to have been done or omitted by him as an officer or employee of the Association or of any associated company in which judgment is given in his favour or in which he is acquitted, or which are otherwise disposed of without any finding or admission of material breach of duty on his part 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.

WINDING UP

87. 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 shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object.