Company Number 445520

THE COMPANIES ACT ~~1929~~2006

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 dated 24 October 2009

and dated [_____] 2012

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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"**~~**"Appointed Councillor"**	~~means the 1985 Act and the 2006 Act~~means a member of the Association elected by each regional or district association, group or section in accordance with Article 55 to represent that regional or district association, group or section on the Council
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~~52 to 57
"Directly Elected ~~Member~~Councillor"	means a member of the Association appointed to the Council by ~~postal~~ member vote in accordance with Article ~~53~~54
"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~~ Act 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~~ 113 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 therefor;

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 any 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, buy, 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;

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~~ Appointed Councillor in accordance with Article ~~54~~55.

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~~ a General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the profit and loss 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.

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:

36.1 in the case of an instrument made in hard copy, 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; or

36.2 in the case of an instrument made by electronic means, where an address has been specified for the purpose of receiving electronic communications:

36.2.1 in the notice convening the meeting; or

36.2.2 in any instrument of proxy sent out by the Company in relation to the meeting; or

36.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Company in relation to the meeting,

be received at such address 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.

37. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.

38. 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.

39. 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.

40. 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

41. 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.

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

42.1 ~~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

42.2 ~~41.2~~all requests are received by the Association not later than 10 weeks before the Annual General Meeting to which the requests relate.

43. ~~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.

44. ~~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~~ 43 and a copy of any accompanying statement provided that a request to circulate such a resolution is received from at least one thousand members.

45. ~~44.~~The Council must circulate the written resolution requested under Article ~~42~~ 43 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~~ 44 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.

46. ~~45.~~A request pursuant to Articles ~~40 or 42~~ 41 or 43 must be in hard copy form and must contain the details and signature of each member making such a request.

47. ~~46.~~The Council may refuse to propose a resolution requested to be proposed at the Annual General Meeting under Article ~~40~~ 41 or circulate a written resolution requested to be circulated in accordance with Article ~~42~~ 43 if it reasonably believes the proposed resolution is defamatory of any person or is frivolous or vexatious.

PRESIDENT

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

49. ~~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

50. ~~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

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

COUNCIL

52. ~~51.~~The Council shall consist of:-

52.1 ~~51.1~~an Honorary Treasurer;

52.2 ~~51.2~~18 Directly Elected ~~Members~~Councillors;

52.3 ~~51.3~~such ~~Representative Members~~ Appointed Councillors as the Council may from time to time decide;

52.4 ~~51.4~~persons co-opted by the Council, provided that the number of ~~Representative Members~~ Appointed Councillors and co-opted members shall not together exceed the number of Directly Elected ~~Members~~Councillors. Any member who has enjoyed full voting rights for not less than five years shall be eligible for election to the Council.

53. ~~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~~Councillor, ~~a Representative Member~~ an Appointed Councillor or on any district association, regional association, group or section, except in an advisory capacity.

54. ~~53.~~Directly Elected ~~Members~~ Councillors 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~~ by post or, where a member has provided an electronic address for the purpose of receiving communications from the Company electronically, by electronic means. All ballot papers duly completed and returned to the Secretary by post or, where an electronic address is provided by the Association for the submission of ballot papers, by electronic means, 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.

55. ~~Representative Members~~ Appointed Councillors 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 ~~54. Representative Member~~ Appointed Councillor shall hold office for one year, but shall be eligible for renomination.

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

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

POWERS OF THE COUNCIL

58. ~~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.

59. ~~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

60. 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

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

61.1 60.1If 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 to time in force offering relief for insolvent debtors.

61.2 60.2If he becomes a patient within the meaning of the Mental Health Act 1983.

61.3 60.3If he ceases to be a member of the Association.

61.4 60.4If by notice in writing to the Association he resigns his office.

61.5 60.5If he ceases to hold office by virtue of any provision of the Act.

61.6 60.6If without an excuse acceptable to the Council he fails to attend three consecutive meetings of the Council of which he shall have received due notice.

61.7 60.7If 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

62. 61.At the Annual General Meeting held every year, one-third of the Directly Elected Members of the Council Councillors 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.

63. 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.

64. 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.

65. 64.The Association shall, at the meeting at which any Directly Elected Members Councillors retire in manner aforesaid, fill up the vacated office of each member by electing a person thereto by postal vote in accordance with Article 5354.

66. 65.A casual vacancy in the Directly Elected Members Councillors 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

67. 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.

68. ~~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 of a meeting.

69. ~~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.

70. ~~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.

71. ~~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~~61. For the avoidance of doubt:-

71.1 ~~70.1~~Any ~~Representative Member~~ Appointed Councillor 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 ~~55~~ 56 expires during that period; and

71.2 ~~70.2~~Any member who is appointed ~~a Representative Member~~ an Appointed Councillor 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~~an Appointed Councillor.

72. ~~71.~~The meetings and proceedings of any Committee appointed under Article ~~70~~ 71 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.

73. ~~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.

74. ~~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.

75. ~~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

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

76.1 ~~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;

76.2 ~~75.2~~all sales and purchases of goods by the Association; and

76.3 ~~75.3~~the assets and liabilities of the Association.

77. ~~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.

78. ~~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.

79. ~~78.~~In every financial year the Council shall draw up a profit and loss 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

80. ~~79.~~The accounts of the Association drawn up in accordance with Articles ~~75 to 78~~ 76 to 79 shall be examined and the correctness of the profit and loss 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.

81. ~~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

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

82.1 ~~81.1~~personally;

82.2 ~~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;

82.3 ~~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

82.4 ~~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.

83. ~~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.

84. ~~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.

85. 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.

86. 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

87. 86.Subject to the provisions of the Acts Act 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

88. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities and all costs, charges and expenses of winding up the same, 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.any current or previous members who have paid contributions to the Association over the 5 year period prior to the winding up or dissolution (the "**Relevant Period**") in proportion to the amounts of contributions paid by them over the Relevant Period so that the certificate of the liquidator to the amounts of the contributions so paid shall be conclusive.

89. The Association may be voluntarily wound up or dissolved only if the members of the Association resolve by special resolution passed as a written resolution that it be wound up voluntarily.