

CRN 2133283

APPENDIX 1 – MEM & ARTS

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

AND

ARTICLES OF ASSOCIATION

(adopted by Special Resolution passed on 24 June 2007 and as amended by Special Resolution passed on 14th July 2013)

OF

THE UNITED KINGDOM ENVIRONMENTAL LAW ASSOCIATION

Incorporated on the 20th day of May 1987

(as amended by Special Resolutions passed on
4th December 1987, 6th December 1990,
21st April 1991 and 18th September 1992)

Registered Charity No. 299498

**Bates Wells & Braithwaite
2-6 Cannon Street
London EC4M 6YH**

Ref: STL/SP/203456/0003

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

THE UNITED KINGDOM ENVIRONMENTAL LAW ASSOCIATION

1. The name of the Company (hereinafter called "the Company") is the United Kingdom Environmental Law Association.
2. The registered office of the Company will be situate in England.

Objects

3. The objects for which the Company is established are:-
 - (1) To promote for the benefit of the public generally the enhancement and conservation of the environment in the United Kingdom and in particular to advance the education of the public in all matters relating to the development, teaching, application and practice of law relating to the environment.
 - (2) For the furtherance of the objects set out in the immediately preceding sub-clause and as ancillary thereto, but without prejudice to the generality thereof to do (if thought fit) or procure the doing of all or any of the following further things:-
 - (a) To encourage collaboration between all those interested and concerned with environmental law;
 - (b) To collate and disseminate information relating to environmental law;
 - (c) To identify review advise and comment on issues of environmental law and its application;
 - (d) To purchase, take on lease or in exchange hire or otherwise acquire any real and personal estate which may be necessary for any of the purposes of the Company;
 - (e) To publish newsletters, books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter and to organise lectures, broadcasts and courses of instructions;
 - (f) To purchase or otherwise acquire or found and to carry on schools and training courses;
 - (g) To receive donations, endowments, subscriptions and legacies from persons desiring to promote the objects aforesaid or any of them and to hold funds in trust for the same;
 - (h) To borrow or raise money for the purposes of the Company on such terms and on such security as may be thought fit including making reasonable charges for any services provided hereunder (whether to beneficiaries or not);
 - (i) To establish and support or aid in the establishment and support or to amalgamate with any other charitable associations or institutions and to subscribe lend or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects;
 - (j) To undertake and execute any charitable trusts which may lawfully be undertaken by the Company and may be necessary to its objects;

- (k) To invest the moneys of the Company in or upon such investments, securities, or property as may be thought fit in the absolute discretion of the Council for the time being, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;
- (l) To engage or employ such personnel (whether as employees consultants advisers or however) as may be requisite to the promotion of the objects of the Company and on such terms as the Council may think fit;
- (m) To receive loans at interest or otherwise from and to lend money and give credit to, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or company as may be necessary or convenient for the work of the Company;
- (n) To draw accept endorse issue or execute promissory notes, bills of exchange, bills of lading, warrants and other negotiable transferable or mercantile instruments for the purpose of or in connection with the objects of the Company;
- (o) To establish promote or assist charitable companies with charitable objects similar to those of the Company for the acquisition of the property or liabilities of the Company or to carry on any authorised activity of the Company or for any other charitable purpose calculated to benefit the Company in the furtherance of its objects;
- (p) To amalgamate merge or join in with any charity having charitable objects wholly or in part similar to those of this Company for the purposes of better effectuating the charitable purposes;
- (q) To establish and support pension schemes for and to grant pensions to any employees and their dependants of the Company or its associated companies calculated to benefit such employees and their dependants and further the interests of the Company;
- (r) To purchase acquire or undertake all or any of the property liabilities and engagements of charitable associations societies or bodies with which the Company may co-operate or federate;
- (s) To pay out of the funds of the Company the costs of forming and registering the Company;
- (t) To do all such other lawful things as shall further the attainment of the above objects or any of them.

PROVIDED THAT:

- (i) If the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in the manner allowed by law, having regard to such trusts;
- (ii) The Company objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (iii) If the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without any authority, approval or consent as may be required by law, and as regards any such property the

Council Members of the Company 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 such Council Members would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division, or the Charity Commissioners over such Council Members but as regards any such property they shall be subject jointly and separately to such control or authority as if the Council Members were not incorporated.

4. The income and property of the Company from whatever source derived, shall be applied solely towards the promotion of its objects as set forth in this Memorandum 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 Company (and no member of its Council shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Company).

PROVIDED THAT nothing herein shall prevent any payment in good faith by the Company:

- (a) of reasonable and proper remuneration to any member, officer or servant of the Company (not being a member of its Council) for any services rendered to the Company;
 - (b) of interest on money lent by any member of the Company (or of its Council) at a reasonable and proper rate;
 - (c) of any reasonable and proper rent for premises demised or let by any member of the Company (or of its Council);
 - (d) of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Council may be a member holding not more than 1/100th part of the capital of the company; and
 - (e) to any member of its Council of reasonable and proper out-of-pocket expenses.
5. The liability of the members is limited.
 6. Every member of the Company undertakes to contribute to the assets of the Company if it is wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding-up the same, and for the adjustment of the rights of the contributories among themselves such amount as may be required not exceeding £1.
 7. If upon the winding-up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Company, 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 Company under or by virtue of clause 5 hereof, such institution or institutions to be determined by the members within three months of the members resolution passed initiating the winding-up failing which and if and so far as effect cannot be given to such provision, then to such other charitable object as the Council shall resolve upon.

We the several persons whose Names, Addresses and Descriptions are subscribed are desirous of being formed into a company in pursuance of this Memorandum of Association.

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

- | | | <u>Guarantee</u> |
|----|------------|---|
| 1. | Name | Richard Macrory |
| | Address | Crossing Farmhouse,
Tackley,
Oxon. |
| | Occupation | Barrister |
| 2. | Name | Andrew John Bryce |
| | Address | Moor House,
London Wall,
London EC2Y 5HE. |
| | Occupation | Solicitor |
| | Dates | 19 th January 1987 |

WITNESS to the above signatures

Names	Sarah Lomas
Address	20 Old Bailey, London EC4.
Occupation	Solicitor

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION

OF

THE UNITED KINGDOM ENVIRONMENTAL LAW ASSOCIATION

(adopted by Special Resolution passed 24 June 2007 and as amended by Special Resolution dated 14th July 2013)

Interpretation

1. In these Articles and the Memorandum of Association:-

“the Acts” means the Companies Acts 1985 and 2006 including any statutory modification or re-enactment thereof for the time being in force;

“address” in relation to electronic communications includes any number or address used for the purpose of such communication;

“the Articles” means the Articles of the Association;

“the Association” means The United Kingdom Environmental Law Association;

“the Council of the Management” means and “the Council Members” shall be the equivalent of and shall fulfil the functions of, respectively, the board and the directors of the Association, as defined in the Acts and includes National Council Members;

“Council” means the Council of Management;

“clear days” in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“electronic communication” has the meaning ascribed to it in the Electronic Communications Act 2000;

“executed” includes any mode of execution;

“General Council Member” means a Council Member who is not a National Council Member;

“Memorandum” means the Memorandum of Association of the Association;

“National Council Members” means the Northern Ireland Council Member, the Scotland Council Member and the Wales Council Member;

“Northern Ireland Council Member” a Council Member who is appointed to represent Northern Ireland;

“office” means the registered office of the Association;

“Scotland Council Member” a Council Member who is appointed to represent Scotland;

“Secretary” means the Secretary of the Association or any other person appointed to perform the duties of the Secretary of the Association, provided that there shall be no obligation on the Council to appoint a secretary once Section 270 Companies Act 2006 has come into force;

“the United Kingdom” means Great Britain and Northern Ireland;

“Wales Council Member” a Council Member who is appointed to represent Wales.

Any reference in these Articles or the Memorandum to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any Subordinate legislation made under it.

Where these Articles provide for a particular period of notice for the calling of meetings or for a particular percentage of members to consent to short notice or to vote on any resolution and that period or percentage is reduced by the Companies Act 2006 the relevant provision of the Companies Act 2006 shall prevail. Nothing in these Articles shall exclude provisions in the Companies Act 2006 relating to communications to and by the Association.

Members

2. The subscribers to the Memorandum of Association of the Association and such other persons as are admitted to membership in accordance with the Articles shall be members of the Association. Subject to Article 3 every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council of Management require executed by him.
- 3.1 Any unincorporated association or company or other body wishing to join the Association shall nominate one person to act as its representative and that representative shall to the exclusion of any other member of the unincorporated association or company or body, become a member of the Association.
- 3.2 If a person becomes a member as a representative of an unincorporated association or company or other body, the name of the member, the name of the unincorporated association or company or other body and the fact that the member is its representative shall be entered in the register of members.
- 3.3 Subject to the Council's right to decline to accept any person as a member, the unincorporated association or company or body shall be able to replace the member who is its representative with another person by notice in writing to the Association without it being necessary for the outgoing member to give notice or the incoming member to complete an application form.
- 4.1 The Council may admit persons to membership and may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.
- 4.2 The Council may admit to honorary membership such persons subject to such rights and obligations as it shall think fit. Such honorary members shall not be members for the purposes of the Articles or the Acts.
5. Subject to Article 3, membership shall not be transferable and shall cease on death. A member shall cease to be a member:-
 - (a) on the expiry of at least seven clear days' notice given by him to the Association of his intention to withdraw;
 - (b) if any subscription or other sum payable by the member to the Association is not paid on the due date and remains unpaid seven days after notice served on the member by the Association informing him that he will be removed from membership if it is not paid. The Council Members may re-admit to membership any person removed from membership on this ground on his paying such sum in respect of the sum due as the Association may determine;
 - (c) if he becomes bankrupt or makes any arrangement or composition with his creditors generally or it goes into liquidation otherwise than for the purpose of a bona fide

reconstruction without insolvency or has a receiver appointed over all or any part of its assets; or

- (d) if, at a meeting of the Council or Management at which not less than half of the Council Members are present, a resolution is passed resolving that the member be expelled. Such a resolution shall not be passed unless the member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Council of Management. If such a resolution as is referred to in this paragraph is passed, then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to the Association any subscription or other sum owed by him.

- 6. Subject to the Acts, the Council may establish such categories of membership as they think fit. The Council of Management may in its discretion levy subscriptions on all members of the Association at such rate(s) as it shall determine.

Patron

- 7.1 (a) The Council Members may appoint and remove any person as a patron of the Association on such terms as they shall think fit and for such period as may be agreed by the Council and the Patron.
- (b) A patron shall have the right to attend and speak (but not vote) at any general meeting of the Association and to be given notice thereof as if a member and shall also have the right to receive accounts of the Association when available to members.
- 7.2 The Council may appoint and remove at any time any patron as President of the Association and on such terms as it shall think fit.
- 7.3 The President of the Association and all past presidents (a past president being known as a President Emeritus) shall automatically be patrons.

General Meetings

- 8. All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 9. The Council may call general meetings and, on the requisition of members pursuant to the provisions of the Acts, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Council Members to call a general meeting, any Council Member or any member of the Association may call a general meeting.

Notice of general meetings

- 10.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Council Member shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed –
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the members.

- 10.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 10.3 The notice shall be given to all the members and any patron and to the Council Members and auditors.
- 10.4 The notice of the 2008 and every subsequent Annual General Meeting shall specify the maximum number of Council Members for the period from that Annual General Meeting until the immediately following Annual General Meeting.

Proceedings at general meetings

11. No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Twenty five persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation shall be a quorum.
12. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Council Members may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
13. The chairman, if any, of the Council of Management or in his absence some other Council Member nominated by the Council Members shall preside as chairman of the meeting, but if neither the chairman nor such other Council Member (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Council Members present shall elect one of their number to be chairman and, if there is only one Council Member present and willing to act, he shall be chairman.
14. If no Council Member is willing to act as chairman, or if no Council Member is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
15. A Council Member shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
16. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
17. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provision of the Acts, a poll may be demanded:-
 - (a) by the chairman; or
 - (b) by at least two members having the right to vote at the meeting; or
 - (c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;

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

18. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
19. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
20. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
22. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
23. The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.
24. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present (or by or on behalf of such lesser percentage as may be provided for the Act) shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

Votes of members

25. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
26. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
27. No member may vote on any matter in which he is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting such permission to be given or withheld without discussion.
28. No member shall be entitled to vote at any general meeting unless all monies presently payable by him to the Association have been paid.
29. A member in respect of whom an order had been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Council Members of the authority of the person claiming to exercise the right to vote shall be deposited at the

office, or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

30. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

31. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Council Members may approve): -

“The United Kingdom Environmental Law Association
I/We,
of
being a member/members of the above named Association,
hereby appoint
of
or failing him,
of
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Association to be held on
20 , and at any adjournment thereof.

Signed

Dated 20 .”

32. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Council Members may approve):-

I/We,
of
being a member/members of the above named Association,
hereby appoint
of
or failing him,
of
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Association to be held on
20 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No 1 *for *against
Resolution No 2 *for *against
*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed

Dated 20 .”

33. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified in some way approved by the Council Members may:-
- 33.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 33.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:-
- 33.2.1 in the notice convening the meeting; or
- 33.2.2 in any instrument of proxy sent out by the Association in relation to the meeting; or
- 33.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the meeting;
- be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote;
- 33.3 in the case of a poll taken more than 48 hours after it is demanded, 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; or
- 33.4 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any Council Member;
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
34. A proxy for a member who is entered on the register of members as being a representative of an unincorporated association or body may be appointed either by the member or by the unincorporated association or body.
35. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly received before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
36. If the Council considers it appropriate that a decision should be resolved by a postal ballot of the members the Council may instruct the Secretary to conduct a postal ballot in accordance with bye-laws to be adopted by the Council from time to time.

Number and Qualification of Council Members

- 37.1 Unless otherwise determined by Ordinary Resolution, the minimum number of Council Members shall be 5 and the maximum number shall be such numbers as shall be specified in the notice calling the Annual General Meeting as being the maximum number for the period from that Annual General Meeting until the immediately following Annual General Meeting.
- 37.2 The Council shall be comprised as follows:

- 37.2.1 up to one Northern Ireland Council Member;
- 37.2.2 up to one Scotland Council Member;
- 37.2.3 up to one Wales Council Member; and
- 37.2.2 at least one half of the Members of the Council shall be members of the legal profession including Members of the Judiciary, Barristers, Advocates, Solicitors, Writers to the Signet and Members of the Institute of Legal Executives, professional Teachers of Law, Trainee Solicitor and Pupil Barristers.
- 37.3 For the avoidance of doubt the National Council Members shall be subject to the same duties and responsibilities as the other Council Members.

Powers of the Council Members

38. Subject to the provisions of the Acts, the Memorandum and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Council Members who may exercise all the powers of the Association. No alteration of the Memorandum or Articles and no such direction shall invalidate and prior act of the Council Members which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Council Members by these Articles and a meeting of Council Members at which a quorum is present may exercise all powers exercisable by the Council Members.
39. The Council Members may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.

Delegation of Council Members' powers

40. (a) The council may delegate any of its powers or the implementation of any of its resolutions to any committee;
- (b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number);
- (c) The composition of any such committee shall be entirely in the discretion of the Council and may comprise such of its number (if any) as the resolution may specify;
- (d) The deliberations of any such committee shall be reported regularly to the Council and any resolution passed or decision taken by any such committee shall be reported forthwith to the Council and for that purpose every committee shall appoint a secretary;
- (e) All delegations under this Article shall be revocable at any time;
- (f) The Council Members may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit;
- (g) For the avoidance of a doubt the Council may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Council Member.
41. The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the Council of Management so far as the same are applicable and are not superseded by any regulations made by the Council of Management.

Appointment and retirement of Council Members

42. The first members of the Council shall be chosen by the subscribers to the Memorandum of Association.
43. Council Members shall be appointed for a term expiring on the fourth annual general meeting after the annual general meeting at which they were appointed.
44. A Council Member who retires after his first term of office shall be eligible for re-election for a further term. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
45. No person other than a Council Member retiring and offering himself for re-election shall be appointed or reappointed a Council Member at any general meeting unless:-
 - (a) he is recommended by the Council Members; or
 - (b) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or reappointment stating that the particulars which would if he were so appointed or reappointed be required to be included in the Association's Register of Council Members together with notice executed by that person of his willingness to be appointed or reappointed and together with (if the candidate so chooses) details of the candidate such details not to exceed 200 words.
46. Not less than 7 nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the Council Members for appointment as a Council Member at the meeting or a retiring Council Member or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or reappointment as a Council Member. The notice shall give the particulars of that person which would if he were so appointed or reappointed be required to be included in the Association's Register of Council Members together with (if the candidate so chooses) details of the candidate. Such details not to exceed 200 words and if the candidate is seeking appointment as a National Council Member, shall include a clear statement of the geographic area he or she is seeking to represent and whether the candidate, in the event of not being elected to such a role, is prepared to be considered as a General Council Member.
47. Subject as aforesaid and Article 47.1, the Association may by ordinary resolution appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member and may also determine the rotation in which any additional Council Members are to retire.
- 47.1 If more than one person is recommended by the Council Members or proposed for appointment or reappointment as a National Council Member representing the same geographic area, the Association shall hold a ballot of the members for the appointment of the relevant National Council Member in accordance with such rules and such timetable as the Council Members may determine from time to time. Such a ballot may be combined with a ballot of members for the position of General Council Members.
48. The Council Members may co-opt persons (being members of the Association) who are willing to act:
 - 48.1 to be a Council Member or a National Council Member to fill a vacancy; or
 - 48.2 or as an additional Council Member.

A co-opted Council Member shall hold office only until the next following annual general meeting and provided that the number of co-opted Council Members does not exceed one-

third of the total membership of the Council. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof. The Council may however co-opt such a Council Member for further terms (subject to Article 50) from the conclusion of one annual general meeting to the next.

Disqualification and removal of Council Members

49. The office of a Council Member shall be vacated if:-
- (a) he ceases to be a Council Member by virtue of any provision of the Acts or he becomes prohibited by law from being a Council Member; or
 - (b) he is disqualified under the Charities Acts 1993 or 2006 from acting as a Council Member; or
 - (c) he becomes bankrupt or makes any arrangement or composition with creditors generally; or
 - (d) he is, or may be, suffering from mental disorder and is incapable of acting and the Council resolves that he be removed from office; or
 - (e) he resigns his office by notice to the Association (but only if at least 5 Council Members will remain in office when the notice of resignation is to take effect); or
 - (f) he ceases to be a member of the Association; or
 - (g) the Council Member fails to attend meetings on three consecutive occasions, unless there are exceptional circumstances, such as serious ill-health.
50. No member of Council shall serve for more than two consecutive terms as a Member of Council. Thereafter, he or she must retire for at least one year from serving on Council unless he or she is co-opted so to serve. The date of first appointment to the Council shall be deemed to be the date of commencement of the first term of appointment for those who are Council Members at the date of adoption of these Articles.
51. Council Members' expenses
- The Council Members may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Council Members or committees of Council Members or general meetings or separate meetings of the holders of debentures of the Association or otherwise in connection with the discharge of their duties.
52. Proceedings of Council Members
- Subject to the provisions of the Articles, the Council Members may regulate their proceedings as they think fit. Two Council Members may, and the Secretary (if any) at the request of two Council Members shall, call a meeting of the Council Members. Notice of every meeting of the Council of Management stating the general particulars of all business to be considered at such meeting shall be sent by post to each Council Member at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting to a Council Member who is absent from the United Kingdom. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
53. The quorum for the transaction of the business of the Council Members may be fixed by the Council Members but shall never be less than five.

54. The continuing Council Members or a sole continuing Council Member may act notwithstanding any vacancies in their number and provided that they are unanimous if more than one, notwithstanding that the number of Council Members is less than the number fixed as a quorum.
55. The Council Members may appoint one of their number to be the chairman of the Council of Management and may at any time remove him from that office. Unless he is unwilling to do so, the Council Member so appointed shall preside at every meeting of Council Members at which he is present. But if there is no Council Member holding that office, or if the Council Member holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be chairman of the meeting.
56. All acts done by a meeting of Council Members, or of a committee of Council Members, or by a person acting as a Council Member shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote.

Written resolutions

57. A resolution in writing signed by all of the Council Members entitled to receive notice of a meeting of Council Members or of a committee of Council Members shall be as valid and effectual as if it had been passed at a meeting of Council Members or (as the case may be) a committee of Council Members duly convened and held and may consist of several documents in the like form each signed by one or more Council Members or members of the said committee. The date of a written resolution shall be the date on which the last council Member signs.

Email approval to resolutions

58. A resolution which is approved by email in accordance with this Article 59 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
 - 58.1 such resolution must be approved by email by all of the Council Members;
 - 58.2 approval from each Council Member must be received by such person as all the Council Members shall have nominated in advance for that purpose ("**the Recipient**"), which person may, for the avoidance of doubt, be one of the Council Members;
 - 58.3 approval from a Council Member must be sent from an email address previously notified in writing (not using electronic communications) by that Council Member to the Secretary (or, if there is no Secretary, to the Chairman) as intended for use by the Council Member for the purpose;
 - 58.4 following receipt of a response on any resolution from each of the Council Members the Recipient shall circulate a further email to all the Council Members confirming whether the resolution has been formally approved by the Council Members in accordance with this Article 58;
 - 58.5 the date of a resolution shall be the date of the email from the Recipient confirming formal approval.

Virtual meetings

59. A meeting may be held by telephone or by televisual or other electronic or virtual means agreed by resolution of the Council Members in which all participants may communicate simultaneously with all other participants.

Officers

60. Subject to the provisions of the Acts, the Secretary (if any) shall be appointed by the Council Members for such term at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.

Regulations

61. The Council of Management shall have power from time to time to make repeal or alter regulations as to the management of the Association and the affairs thereof as to the duties of any officers or servants of the Association and as to the conduct of business by the Council of Management or any committee and as to any of the matters or things within the powers or under the control of the Council of Management provided that the same shall not be inconsistent with the Memorandum of Association or these Articles.

Minutes

62. The Council Members shall cause minutes to be made in books kept for the purpose: -
- (a) of all appointments of officers made by the Council Members; and
 - (b) of all proceedings at meetings of the Association and of the Council and of committees of the Council Members, including the names of the Council Members present at each such meeting;

and any such minute, if purported to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman or the next succeeding meeting, shall, as against any member or Council Member of the Association, be sufficient evidence of the proceedings.

Accounts

63. The Association may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Association may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours.

Notices

64. Subject to Articles 58 and 65 any notice to be given to or by any person pursuant to the Articles shall be in writing or shall be given using an electronic communication to an address for the time being notified for that purpose to the person giving the notice. A notice calling a meeting of the Council Members need not be in writing.
65. The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by electronic communication to an address provided for that purpose or posted on a website where the recipient has been notified of such posting in a manner agreed by him. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.
66. A member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purpose for which it was called.

67. Proof that an envelope containing a notice was properly addressed, prepaid and posted or proof that an electronic communication has been transmitted to the proper address shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was transmitted.

Indemnity

68. Subject to the provisions of the Acts but without prejudice to any indemnity to which a Council Member may otherwise be entitled, every Council Member or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability in negligence, default, breach of duty or breach of trust in relation to the affairs of the Association, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

69. Public Announcements

No public announcements shall be made in the name of the Association unless the same has been sanctioned by the Council or a duly authorised committee of the Council.

Winding-up

70. The provisions of clauses 6 and 7 of the Memorandum of Association relating to the winding-up or dissolution of the Association shall have effect and be observed as if the same were repeated in these Articles.

NAMES, ADDRESSES AND SIGNATURES OF SUBSCRIBERS

- | | | |
|----|------------|---|
| 1. | Name | Richard Macrory |
| | Address | Crossing Farmhouse,
Tackley,
Oxon. |
| | Occupation | Barrister |
| 2. | Name | Andrew John Bryce |
| | Address | Moor House,
London Wall,
London EC2Y 5HE. |
| | Occupation | Solicitor |
| | Dates | 19 th January 1987 |

WITNESS to the above signatures

Names Sarah Lomas

Address 20 Old Bailey,
London EC4.

Occupation Solicitor