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COMPANY LIMITED BY GUARANTEE

THE COMPANIES ACTS 1985 AND 1989

ARTICLES OF ASSOCIATION OF  
**NATIONAL GOVERNORS' ASSOCIATION**

Amended by special resolution dated 06 November 2010

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## INTERPRETATION

1. In these Articles:

'the Act' means the Companies Act 1985 as amended by the Companies Act 1989 or any re-enactment or statutory modification of those Acts.

'Association' means an association of Governing Bodies intended to be within a local education authority area but being independent of such or any local education authority.

"Association Member" means an Association admitted to membership pursuant to Article 3(i)

'the Board' means the Board of Directors of the Company

"Director" means (save where the context otherwise admits) a General Director or a Regional Director.

"CA 2006" means the Companies Act 2006

'the Company' means the above named company.

"Corporate Member" means a Member admitted as such pursuant to Article 3(iv)

"General Director" means a Member of the Board elected pursuant to Article 41

"Electronic Form" has the meaning given to it in Section 1168 CA 2006 and shall include provision of any information or document on a website, and references to "electronic copy", "electronic communication" and "electronic means" shall be construed accordingly.

"Governing Body" means the board of governors (howsoever called or constituted) of a school, college or related educational institution within the maintained or state sector.

"Governing Body Member" means a Member admitted as such pursuant to Article 3(ii)

'Governor' means a member (howsoever called) of a Governing Body

"Individual Member" means a person admitted to membership pursuant to Article 3(iii)

'the Office' means the registered office of the Company.

'Company Secretary' means any person appointed to perform the duties of the secretary of

the Company.

"Member" means a member (of whatever class) of the Company

"Region" means one of the nine regions of England determined from time to time by the Board as being a region which constitutes the area of operation of a Regional Association and 'Regions' shall be construed accordingly.

"Regional Association" means the association of Governing Bodies within a Region constituted in accordance with the requirements and recommendations of the Board for such an association from time to time

"Regional Director" means a Member of the Board appointed pursuant to Article 39.

"Registered Address" means a single address, being either a postal address in England or any number or address used for the purposes of any electronic communication to which the Company will send all notices and other communications to and for a Member.

"Representative" means the person appointed by an Association Member or a Governing Body Member or a Corporate Member pursuant to Article 9.

"Secretary of the Company" means the person elected by the Board to be that Honorary Officer.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form and shall include (subject to such terms and conditions as the Board may from time to time determine) electronic communication.

A requirement to deposit documents at, or send communications to, the Office or any other address of the Company includes their receipt by an electronic communication.

"By Post" or any similar phrase is extended to include electronic communication.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the Company.

## OBJECTS

2. The Company is established for the objects expressed in the Memorandum of Association.

### MEMBERS

3. Members shall be divided into the following classes, having the rights and privileges, but being subject to the duties and obligations, set out in this Article.

(i) Association Membership : comprising such Associations as the Company shall admit to membership. Association Members shall be charged with the duty to respond, after reference to their members and such other persons as they see fit, in such manner as the Company reasonably requires or as is otherwise appropriate, to consultations and requests for information for the furtherance of, in connection with or relating to, the objects of the Company.

(ii) Governing Body Membership: comprising a Governing Body (whether or not a member of an Association) as the Company shall admit to membership. A Governing Body Member shall be entitled to such a number of copies of all publications (of whatever nature) published free of charge for Members by the Company as the Board may from time to time generally or specifically determine.

(iii) Individual Membership: comprising Governors or such other natural persons concerned to assist in a personal capacity, and not on behalf of or as a representative of any other person, firm, company, or organisation, in the fulfillment of, or otherwise having an interest in, the objects of the Company as the Company shall admit to membership. An Individual Member shall be entitled to one copy of all publications (of whatever nature) published free of charge for Members of the Company.

- (iv) Corporate Membership : comprising a company, firm, organisation, association (other than a Governing Body) or body concerned to assist in the fulfillment of, or otherwise having an interest in, the objects of the Company as the Company shall admit to membership. A Corporate Member shall be entitled to such a number of copies of all publications (of whatever nature) published free of charge for Members by the Company as the Board may from time to time generally or specifically determine.

Save where provided by Article 41 each Member, of whatever class, shall have one vote at a meeting of the Company exercisable in accordance with these Articles.

The Board may at any time and from time to time attach to any class or classes of Membership, and thereafter remove, any additional right or privilege of Membership but (for the avoidance of doubt) the Board has no power to reduce or remove any of the rights otherwise granted to Members in this Article.

4. Such Association Members, Governing Body Members, Individual Members and Corporate Members as the Board shall admit to membership shall be Members of the Company. An application for membership (of whatever class) may be rejected by the Board without the need to give reason therefor.
5. Every Member admitted to membership of the Company shall sign a written consent to become a Member (which may be incorporated in an application for membership).
6. (a) The Board may by notice for good and sufficient reason at or with effect from any date either suspend for such period as it considers appropriate or terminate the membership of a Member.  
  
(b) A Member whose membership is so suspended or terminated may by notice ("appeal notice") received at the Office not later than 28 days following the date of the notice under Article 6(a), require to have such suspension or termination considered by the Company in general meeting, and if so the resolution of the Company at such meeting shall be final.

- (c) The appeal notice may be accompanied by written representations by the Member giving such notice, which representations shall be circulated, with (if the Board so chooses) the Board's response thereto, with the notice convening the extraordinary general meeting referred to in Article 6(d)
  - (d) The Board shall at its meeting next following the receipt of an appeal notice convene an extraordinary general meeting of the Company on a date not later than three months from such meeting of the Board for the purposes of Article 6(b) and at such meeting
    - (i) the dismissed or suspended Member shall be heard, and may be questioned.
    - (ii) a representative of the Board shall be heard, and may be questioned.
  - (e) If an appeal notice is served, pending the resolution of the Company pursuant to this Article 6 the relevant Member
    - (i) if suspended, shall be allowed access to the facilities provided by the Company, but shall otherwise not exercise any right or be entitled to any privilege of, a Member.
    - (ii) if terminated, shall not exercise any right or be entitled to any privilege of, a Member.
7. Unless the Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 74 the Board may in its absolute discretion permit any Member to retire provided that after such retirement the number of Members is not less than three. Membership shall not be transferable.
- 8 (a) A Member shall by notice to the Office notify (and may from time to time by such notice change the notification of) its his or her Registered Address. For the avoidance of doubt, such notification may change a postal address to an e-mail address, and vice-versa. A notification shall be deemed to be current until notice to the contrary is received at the Office.
- (b) Each such notice under this Article given in respect of an Association Member or a Governing Body Member or a Corporate Member shall be valid if signed by or (in the case of e-mail) apparently sent by a person having ostensible authority to act on behalf of the relevant Member, and the Company shall not be bound to enquire into the authority of such person signing, or the selection of the notified Registered Address.
- (c) If a member has not on the date which is two calendar months of the date on

which these Articles have effect or (if later) two calendar months from the date of admission as a Member notified his, her or its Registered Address in accordance with the provisions of this Article the Board may resolve that any postal address to which correspondence for such defaulting Member has been sent shall be the Registered Address for that member, until any other notification is received at the Office

(d) Where a Member notifies both a postal address and an address for receipt of e-mail communications without indicating which of them is to be the Registered Address, the address for receipt of e-mail communications shall be the Registered Address.

9. (a) An Association Member and a Governing Body Member and a Corporate Member may as it sees fit appoint and authorise such person as it thinks fit, other than a person who is a Director, to be its Representative at any meeting of the Company or of Members.

(b) The Company (acting through any Director or by its chief executive or secretary) may at or at any time prior to any meeting, or at any other time as it sees fit, require production of such evidence of appointment of a Representative as it considers to be reasonable to evidence such appointment.

(c) An appointment of a Representative shall be considered valid if it is in, or evidenced in, writing signed by a person having ostensible authority to act on behalf of a relevant Member. The Company shall not be bound to enquire into the authority of such person signing, or the appointment of any person acting or purporting to act as a Representative.

#### GENERAL MEETINGS

10. The Company shall each year hold a General Meeting as its Annual General Meeting and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall decide.

11. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting shall also be convened on the requisition of fifty Members in writing signed by such Members or (as

appropriate) their respective chairs or other persons having ostensible authority to act on behalf of those Members.

12. Notwithstanding the foregoing, the Company may, if and when the Board considers appropriate, organize and hold a meeting (as a general meeting of the Company, or otherwise taking the form of a conference or forum) for Members to enable considerable and discussion by them of any relevant matter of interest to them in that capacity.

#### NOTICE OF GENERAL MEETINGS

13. An Annual General Meeting and a meeting called for the passing of a special resolution and all other meetings shall be called by at least 1 calendar month's notice in writing. The notice shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business, and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

PROVIDED THAT a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- (a) in the case of the Annual General Meeting, by all the Members entitled to attend and vote; and
  - (b) in the case of any other meeting, by a majority of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 95 per cent of the total voting rights at that meeting of all the members.
14. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of that meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

15. The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board and the appointment of, and the fixing of the remuneration of, the auditors.

16. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. 40 Members comprising at least 5 Individual Members, 5 Governing Body Members and 5 Association Members present in person or (in the case of a Governing Body Member or Association Member or Corporate Member) in the person of its Representative, or by Proxy, at the commencement of the meeting shall be a quorum. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine.
17. The Chair of the Board shall chair every general meeting of the Company or if he or she shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act a Vice-Chair or in the absence thereof a Director shall chair the meeting.
18. If at any general meeting no Director is willing to act as chair or if no Director is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to chair the meeting.
19. The chair of the meeting may, with the consent of any general meeting which is quorate (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no other business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
20. In the case of an equality of votes (in each class of Members) the chair of the meeting shall be entitled to a second or casting vote in addition to any other vote he or she may have.
21. Subject to the provisions of the Act, a resolution in writing (which may consist of two or more documents in like form) signed by or, as the case may be, by the Representatives (at the date of signature) of all the Members entitled to receive notice of and to attend and vote at general meetings shall be as valid and effective as if it had been passed at a general meeting of the Company duly convened and held.

22. Before proceeding to any other business, the Company shall at each general meeting elect two tellers and two scrutineers.
23. (a) The Company in General Meeting may from time to time appoint a person to be its President, a Vice-President, a Patron or to have a similar title and on such appointment may (subject as set out below) define his or her role and responsibilities (if any) and/or define the duration for which the office shall be held and the privileges (if any) which attach to it. Insofar as the same are not so defined the same shall be as determined by the Board.
- (b) Such a person shall not be a member of the Board of Directors, shall not be entitled to attend or speak at any meeting of the Board of Directors, and shall not in that capacity be entitled to preside at or speak at any meeting of the Company

#### VOTES OF MEMBERS

24. Subject to Article 20 every Member shall have one vote only to be cast by a member or (in the case of an Association Member or a Governing Body Member or a Corporate Member) that Member's Representative present in person at a relevant meeting, or by proxy, and save as provided in Articles 40, 41 and 42 (appointment and election of Directors), voting at a general meeting shall be by a show of hands taking account of proxy votes unless before the vote is taken not less than one third of the Members present in person or as the case may be by their Representatives, or the Chair, calls for a ballot.
25. Save
- (i) in the case of election of General Directors; and
- (ii) in the case of a resolution to amend the Company's Memorandum or its Articles of Association, which resolution shall as well as the requisite majority overall require the requisite majority of each of the classes of Individual Members, Governing Body Members and Association Members
- no resolution of the Company in general meeting shall be valid unless it is passed by the requisite majority of Association Members

26. <sup>1</sup>Voting for the election of General Directors shall be by postal ballot and/or electronic voting in accordance with these Articles. Where the number of candidates for election exceeds the number of vacancies for the class of General Directors, the candidates with the highest number of votes shall be deemed elected as directors of that class.
27. The Company Secretary shall, in the case of a ballot, act as returning officer.
28. An Association Member or a Governing Body Member or a Corporate Member may appoint the Chair as its proxy to vote on its behalf at any general meeting. In the absence of the Chair, such an appointment shall have effect as if the chair of the meeting was so appointed.
29. An instrument appointing a proxy pursuant to Article 28 shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto which the Board may approve)

National Governors Association

[Name of Member], a [class of member] member of the Company, hereby appoints the Chair of the Company as its proxy to vote in its name and on its behalf at the annual/extraordinary general meeting of the Company to be held on 200[ ], 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

And to cast its vote in favour of the election of the following as Directors,

[ ]

and against the election of the following as Directors

[ ]

but not otherwise if no, or to the extent that no, direction is given as to the election, or otherwise of Directors.

\*Strikeout whichever is not desired.

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

Signed on 200[ ]

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<sup>1</sup> Inserted by Special Resolution dated 6 November 2010.  
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30. A proxy pursuant to Article 28 shall be considered valid if it is signed by a person having ostensible authority to act on behalf of a relevant Member. The Company may but shall not be bound to enquire into the authority of any such person signing.
31. An Individual Member may appoint any other Individual Member or the Chair as a proxy to attend at and vote on his or her behalf at any general meeting, but may not appoint more than one proxy to attend and vote on the same occasion. Where the Chair is so appointed but is absent from the meeting, such an appointment shall have effect as if the chair of the meeting was so appointed.
32. An instrument appointing a proxy pursuant to Article 31 shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto which the Committee may approve)

National Governors Association

I, [Name of Member], a member of the Company, hereby appoint  
 [ ] of [ ] (an Individual Member of the Company)  
 [the Chair of the Company]  
 as my proxy to vote (save as mentioned below) in my name and on my behalf at the  
 annual/extraordinary general meeting of the Company to be held on 200[ ], 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

And to cast my vote in favour of the election of the following as Directors,

[ ]

and against the election of the following as Directors

[ ]

but not otherwise if the Chair of the Company is my proxy and no, or to the extent that  
 no, direction is given as to the election, or otherwise, of Directors.

\*Strikeout whichever is not desired.

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

Signed on 200[ ]

33. The instrument appointing a proxy under Article 28 or 31 must :

- (a) be deposited at the Office or at such other place within England specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of a ballot taken more than 48 hours after it is demanded, be deposited as aforesaid after the ballot has been demanded and not less than 24 hours before the time appointed for the taking of the ballot; or
- (c) where the ballot is not taken forthwith but is taken not more than 48 hours after it is demanded, be delivered at the meeting at which the ballot was demanded to the Chair or to the Company Secretary or to any Director.

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

- 34. A vote given or ballot demanded by the Representative of or the Proxy of a Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a ballot unless notice of the termination was received by the Company before the commencement of the meeting or adjourned meeting at which the vote is given or the ballot demanded or (in the case of a ballot taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the ballot.
- 35 (a) No Member or Representative of a Member shall be entitled to vote at any general meeting unless all moneys presently payable by him or her, or his or her appointing Member (as the case may be) to the Company have been paid.
- (b) 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 chair of the meeting whose decision shall be final and conclusive.

#### BOARD OF DIRECTORS

- 36 From the date on which this Article is adopted until the conclusion of the next following Annual General Meeting of the Company, notwithstanding any other provision of

these Articles, the Board shall comprise the directors in post on the date of such adoption. From and after such Annual General Meeting, the provisions of Article 38 shall apply.

37 The Directors (other than the Regional Directors) holding office pursuant to Article 36 shall hold office only until the Annual General Meeting of the Company next following the adoption of Article 36, as amended. At such Annual General Meeting all such Directors shall retire but shall, subject to the provisions of these Articles, be eligible for re-election

38. The maximum number of directors shall be 18 of whom 9 shall be Regional Directors appointed pursuant to Article 39, and 9 shall be General Directors appointed pursuant to Article 41. The minimum number of Directors shall be 4, which must include 1 Regional Director and 1 General Director.

No person may be appointed or elected as a Director:

- (a) unless that person has attained the age of 18 years;
- (b) in circumstances such that, had that person already been a Director, he or she would have been disqualified from acting under the provisions of Article 49; or
- (c) unless that person is a Governor

Subject thereto the Company may from time to time by ordinary resolution increase or reduce the number of Directors but each such resolution shall determine the respective numbers of General Directors and Regional Directors following such increase or reduction.

39. Each Regional Association may by notice to the Office from time to time appoint a person (properly qualified) to be a Regional Director and may by such notice remove and replace such a Regional Director, each such notice having effect on the date of receipt save that a Regional Association shall not re-appoint a Regional Director disqualified from office pursuant to Article 49 or removed from office pursuant to Article 53. Each such notice shall be valid if signed by a person having ostensible authority to act on behalf of the relevant Regional Association, and the Company shall not be bound to enquire into the authority of such person signing, or the election or appointment (as the case may be) of the person appointed pursuant to this Article.

40. There is no Article 40.
41. General Directors shall be appointed by postal ballot and/or electronic voting, as the Board shall from time to time determine, and in accordance with procedures and rules determined by the Board from time to time, but so that, in any event, no vote shall be valid if received later than 48 hours preceding the Annual or other General Meeting at or from the conclusion of which any candidate for such office is to assume such office. On such ballot or electronic vote (as the case may be), each Governing Body Member, each Corporate Member and each Individual Member shall have one vote, and each Association Member's vote shall if it has less than 25 Governing Bodies in its membership, count as one vote but otherwise shall count as, and be equal to, the aggregate of one vote for each 25 Governing Bodies in its membership, plus one vote for any additional number, being less than 25, of such Governing Bodies.
42. There is no Article 42.
43. The Board may appoint a person (properly qualified) who is willing to act to be a Director either to fill a vacancy in the number of Regional or General Directors or (provided that the aggregate maximum number of such Directors is not exceeded), as an additional Director. A Director so appointed shall, if appointed to fill a vacancy arising by the non-appointment (for whatever reason) of a Regional Director, cease to hold office when such Regional Director is appointed. Otherwise (and in any event) a person so appointed shall cease to hold office at the annual general meeting of the Company next following the date of his or her appointment (and shall not be taken into account when determining the number of Directors who are to retire by rotation at such meeting).
44. The Directors may be paid all reasonable out of pocket, hotel and other expenses properly incurred by them in attending and returning from Board meetings or general meetings of the Company or in connection with the business of the Company.

#### BORROWING POWERS

45. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any charitable body where such action will directly further the objects of the Company.

## POWERS AND DUTIES OF THE BOARD

46. The Board shall
- (a) manage the business of the Company and may exercise all such powers of the Company as are not required to be exercised by the Company in General Meeting.
  - (b) formulate, and be solely responsible for the formulation, presentation and promulgation of the Company's view, comment and submissions on and concerning its objects and issues and matters relating thereto or associated therewith, whether by invitation of any person, body or authority or on its own volition, or following a request by the Company in General meeting, but in so doing (save where impossible or in practical, or reasonably considered, because of prior knowledge, to be unnecessary) the Board shall, on any issue
    - (i) consult Regional Associations; and
    - (ii) have due regard to the opinions and expressions of Members made known, or becoming known to itbut shall not be bound by any of the same.
47. All cheques and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time determine.
48. The Board shall cause minutes to be made:
- (a) of the names of the Directors present at each Board Meeting;
  - (b) of all resolutions and proceedings at all meetings of the Company, and of the Board and of any sub-committee thereof; and
  - (c) of all appointments made by the Board; and
  - (d) of the appointment or dismissal of any employee of the Company

## DISQUALIFICATION OF DIRECTORS

49. The office of Director shall be vacated if such member:
- (a) ceases to be a Director by virtue of any provision in the Act or is disqualified from acting as a Director by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (b) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her property and affairs;
  - (c) resigns his or her office by written notice to the Company or is absent without the permission of the Board from all their meetings held within a period of six months and the Board resolves that his or her office be vacated.

- (d) persistently or willfully contravenes or fails to act in accordance with any code of procedure or conduct adopted for, or other rules adopted for, the conduct of Directors in relation to and/or to their involvement with the business and affairs of the Company, and the Board resolves that his or her office be vacated.

Provided that

- (i) A Director disqualified pursuant to Article 49(d) may by notice ("appeal notice") received at the Office not later than 28 days following the date of the Board's notification to him of its resolution, require to have his or her disqualification considered by the Company in general meeting, and if so the resolution of the Company at such meeting shall be final.
- (ii) The appeal notice may be accompanied by written representations by the Director giving such notice, which representations shall be circulated, with (if the Board so chooses) the Board's response thereto, with the notice convening the extraordinary general meeting referred to in Article 49(iii)
- (iii) The Board shall at its meeting next following the receipt of an appeal notice convene an extraordinary general meeting of the Company on a date not later than three months from such meeting of the Board for the purposes of Article 49(i) and at such meeting:
  - the dismissed Director shall be heard, and may be questioned:
  - and
  - a representative of the Board shall be heard, and may be questioned.
- (iv) If an appeal notice is served, pending the resolution of the Company pursuant to this Article the relevant Director shall not exercise any right or power of, or be entitled to any privilege of, a Director.

#### CONFLICTS OF INTEREST

- 50. A Director shall not vote in respect of any contract in which he or she is interested or any matter arising thereout, and if that Director does so vote that vote shall not be counted.

#### ELECTION OF DIRECTORS

- 51 At the second and each subsequent Annual General Meeting following these Articles having effect, one-third (or the nearest whole number thereto, rounded up) of the General Directors shall retire from office. Such Directors to retire shall be, firstly, those (if any) who at the date on which notice of the relevant meeting is served are no longer Governors and secondly, to the extent required, those who have been longest in office since their last appointment or re-appointment. Where there are, in any case,

more potential retirees than the number required to retire, those to retire shall be determined by lot.

52. Subject to the provisions of these Articles, a Director retiring pursuant to Article 51 may be re-elected, or as the case may be, appointed a Regional Director.
53. The Company may by ordinary resolution, of which special notice has been given in accordance with Section 303 of the Act, remove any Director before the expiration of his or her period of office notwithstanding anything in these Articles or in any agreement between the Company and a Member.

#### PROCEEDINGS OF THE BOARD

54. The Board may meet together for the despatch of business, adjourn, and otherwise regulate its meetings, as it thinks fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chair shall have a second or casting vote. A Director may, and the Company Secretary on the request of a Director shall, at any time summon a Board meeting. It shall not be necessary to give notice of a Board meeting to any Director for the time being absent from England.
55. The quorum necessary for the transaction of the business of the Board shall be one-half of the membership of the Board, (or the nearest whole number, rounded up thereto).
56. The Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of its Members, the Board may act for the purpose of increasing the number of its Members to that number, or of summoning a General Meeting of the Company, but for no other purpose.
57. (a) The Board shall appoint from its members persons, or persons jointly, to be the following Honorary Officers :
- Chair
  - Not more than three Vice-Chairs
  - Secretary of the Association
  - Treasurer
- (b) where persons are appointed jointly to hold any honorary office the duties and responsibilities of that office shall, subject to any allocation thereof made by the Board on appointment, be assumed and discharged as the persons jointly

holding such office shall agree, or in the absence of agreement as the Board shall direct.

- (c) The Board shall appoint Honorary Officers pursuant to sub-clause (a) above to hold office, in each case, until the conclusion of the first meeting of the Board which next follows the Annual General Meeting next following their appointment provided that following such Annual General Meeting such officers continue as, or are re-elected to be, directors. Where an Officer does not so continue, or is not so re-elected, his or her appointment shall terminate at the conclusion of such Annual General Meeting. In any event the Board shall not exercise its power of appointment in such a manner as results in any Honorary Officer holding a particular office consecutively for a period which continues after the first meeting of the Board next following the third Annual General Meeting of the Company following his or her appointment to that office.
- (d) Notwithstanding the foregoing, the Board may, if it feels none of its members is properly qualified to act as Treasurer, appoint any other person (who shall not by virtue of that appointment be or become a Director) to act as treasurer of the Company, on such terms and for such period as the Board deems appropriate.

- 58. The Chair shall chair all Board meetings. If he or she is not present a Vice-Chair shall chair the meeting, or in the absence of all of them the Directors present shall choose one of their number to act as chair.
- 59. The Board may delegate any of their powers to sub-committees consisting of such persons as they think fit; any sub-committee so formed shall conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board fully and promptly.
- 60. A sub-committee may elect a chair of its meetings; if no such chair is elected, or if at any meeting the chair is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 61. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chair shall have a second or casting vote.

62. All acts done by any meeting of the Board or of a sub-committee, or by any person acting as a Director, shall, notwithstanding that 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 Director.
63. A resolution in writing, signed by all the Directors entitled to receive notice of a Board meeting, shall be as valid and effectual as if it had been passed at a Board meeting duly convened and held, and may consist of several documents in like form each signed by one Director or more.

#### SECRETARY

64. The Board shall appoint (and may remove) any person to act as Company Secretary in accordance with the Act.

#### EXECUTION OF DOCUMENTS

65. No document which requires execution by or on behalf of the Company shall be executed other than pursuant to the authority (which may be given generally as well as specifically) of the Board or of a sub-committee authorised by the Board in that behalf. Every instrument to be executed as a deed shall be signed by a Director and shall be countersigned by the honorary Secretary of the Company or by a second Director or by some other person appointed by the Board for the purpose.

#### COMPLIANCE

66. The Company shall comply, and the Board shall procure and ensure compliance with, the requirements of any relevant regulatory body or authority relating to the preparation and filing of accounts, annual or other returns, and annual or other reports.

#### NOTICES

67. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the Board need not be in writing.
68. Any notice to a Member by the Company shall be properly given if sent by the Company by post to a Member's Registered Address or by electronic communication

and the Company shall not be obliged to give notice, or send copy notice, to, or to any other address or to any representative of, a Member.

69. Notice of every general meeting shall be given in any manner herein authorised to:
- (i) every Member;
  - (ii) the auditor for the time being of the Company;
  - (iii) each Director.
  - (iv) each person appointed pursuant to Article 23

No other person shall be entitled to receive notices of general meetings.

70. A Member present in person, or in the case of an Association Member or a Governing Body Member or a Corporate Member in the person of its Representative, at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

71. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given by post. Such notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted. Any notice or other document addressed to a Member shall, if sent using electronic communication, be deemed to have been served or delivered at the expiration of 48 hours after the time it was first sent. In proving such service or delivery it shall be conclusive to prove that the address used for the electronic communication was correct and that the electronic communication was properly dispatched by the Company, unless the Company is aware that there has been a failure of delivery of such notice or document following at least two attempts in which case such notice or document shall be sent to the member at his last known postal address or address for service in the United Kingdom provided that the date of deemed service or delivery shall be 48 hours from the dispatch of the original electronic communication in accordance with this Article.

- 71A (i) Notwithstanding anything to the contrary in these Articles, any notice or document to be given, sent, issued, deposited, served, delivered or lodged (or the equivalent) to or by any person pursuant to these Articles shall be in writing and any such notice or document shall be deemed given, sent, issued, deposited, served, delivered or lodged (or the equivalent) where it is sent using electronic communication to an address for the time being notified for that purpose to the person given the notice, but subject always to the provisions of Article 71. In the case of notices or other documents sent by

means of electronic communication the Board may make this subject to such terms and conditions as it shall in its absolute discretion consider appropriate.

(ii) Any Member may notify the Company of an address for the purpose of his receiving electronic communications from the Company, and having done so shall be deemed to have agreed to receive notices and other documents from the Company by electronic communications of the kind to which the address relates. Subject to the provisions of Schedule 5 CA 2006, the Company may satisfy its obligation to send a member any notice or other document or information by:

- (a) publishing such notice, document or information on a website; and
- (b) notifying him that such notice or document has been so published, specifying the address of the website on which it has been published, the place on the website where it may be accessed, how it may be accessed and (if it is a notice relating to a general meeting of the Company or of any class of Members) stating that the notice concerns a notice of a Company meeting served in accordance with the Act or CA 2006 (as applicable), the place, date and time of the meeting, whether the meeting is to be an annual or extraordinary general meeting or class meeting and such other information as the Act or CA 2006 (as applicable) may prescribe, provided that such Member has either:

- (aa) agreed that the Company may send or supply documents or information to him in that manner; or
- (bb) is deemed to have agreed that the Company may send or supply documents or information to him in that manner, in accordance with Schedule 5 CA 2006.

(iii) Any amendment or revocation of a notification given to the Company under this Article shall only take effect if in writing, signed by the Member and on actual receipt by the Company thereof.

- (iv) An electronic communication shall not be treated as received by the Company if it is rejected by computer virus protection arrangements.

#### INDEMNITY

- 72 Subject to the provisions of the Act every Director or other officer or auditor of the Company shall be indemnified to the extent permitted by law out of the assets of the Company against any liability incurred by him in that capacity
- (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust, or breach of duty of which they may be guilty in relation to the company;
  - (b) to make contributions to the assets of the company in accordance with the provisions of section 214 of the Insolvency Act 1986.
- provided that any such indemnity shall not extend to
- (2) any liability resulting from conduct which the director knew, or must be assumed to have known, was not in the best interests of the company, or where the director did not care whether such conduct was in the best interests of the company or not;
    - (a) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful or reckless misconduct of the director;
    - (b) any liability to pay a fine;
    - (c) any liability to contribute to the assets of the Company on the insolvent liquidation of the Company where the basis of such liability is the director's knowledge prior to such liquidation, or the reckless failure to acquire such knowledge, that there was no reasonable prospect that the Company would avoid going into liquidation.

#### DISSOLUTION

73. Clause 8 of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect as if the provisions thereof were repeated in these Articles.

#### RULES OR BYE LAWS

74. (a) Subject to sub-clause (b) of this Article the Committee may from time to time make such Rules or By-laws as it may deem necessary or convenient for the proper conduct and management of the Company and for the purpose of prescribing classes of and conditions of membership, and in particular without prejudice to the generality of the foregoing, it may by such Rules or By-laws regulate:

- (i) the admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
  - (ii) the conduct of members of the Company in relation to one another, and to the Company's employees;
  - (iii) the setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for any particular purpose or purposes;
  - (iv) the procedure at general meetings and meetings of the Board and of committees of the Board in so far as such procedure is not regulated by these Articles;
  - (v) and, generally, all such matters as are commonly the subject matter of Company rules.
- (b) The Company in general meeting shall have power to alter or repeal the Rules or By-laws and to make additions to them. Any such Rule or By-law as altered or repealed shall not be further altered, or derogated from, or reinstated (as the case may be) without the sanction of an ordinary resolution of the Company in general meeting
- (c) The Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or By-laws
- (d) All such Rules or By-laws, so long as they shall be in force, shall be binding on all Members of the Company.
- (e) Provided, nevertheless, that no Rule or By-law shall be inconsistent with, or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company.