

MEMORANDUM AND ARTICLES OF ASSOCIATION

OF

PROPERTY LITIGATION ASSOCIATION

(Incorporating the changes approved by various
Special Resolutions passed on 26 March 2009)

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Company number: 5364420

THE COMPANIES ACTS 1985 TO 2006

Company Limited by Guarantee and not having a Share Capital

MEMORANDUM OF ASSOCIATION OF PROPERTY LITIGATION ASSOCIATION

(Incorporating the changes approved by various
Special Resolutions passed on 26 March 2009)

1. Name of Company

The name of the Company is Property Litigation Association, called in this document "the Association".

2. Registered Office

The registered office of the Association will be in England and Wales.

3. Objects of the Association

3.1 The objects of the Association (the "Objects") are:-

- (a) To promote specialist Property Litigation skills within the property industry and among others with interest in property.
- (b) To provide a network for the exchange of information among members of the Association.
- (c) To promote and encourage education and training in Property Litigation.
- (d) To develop a public voice of Property Litigation with a media profile and a lobbying capacity.

3.2 In this Memorandum "Property Litigation" means the resolution of contentious property matters (including professional negligence claims relating to property transactions and advice) by means of litigation and other forms of dispute resolution. It excludes matters relating to planning and construction.

3.3 The Objects of the Association are not charitable and nothing in this

Memorandum is intended to benefit any party other than the members of the Association.

4. What the Association may do

4.1 The Association has the following powers which may be used only to promote the Objects :-

- (a) subject to any consent required by law, to buy, take on lease, sell, lease or otherwise dispose of, hire, charge or mortgage or acquire any land or property of any sort;
- (b) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment the buildings and any other premises or structure or land owned or occupied by the Association;
- (c) to employ and pay any employees, officers, servants and professional or other advisers;
- (d) to raise funds and borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any other way;
- (e) to give or receive any guarantee or indemnity;
- (f) to promote or undertake study or research and disseminate the results of such;
- (g) to produce, print and publish anything in written, oral, visual or electronic media;
- (h) to provide or procure the provision of services, training, consultancy, advice, support, counselling or guidance;
- (i) to promote and advertise the Association's activities;
- (j) to invest any money that the Association does not immediately need in any investments, securities or properties; and to set aside funds for special purposes or as reserves;
- (k) to make provision for the payment of pensions to or on behalf of employees and their dependants;
- (l) to raise funds and carry on trade;

- (m) to establish, promote and otherwise assist any limited company or companies for the purpose of acquiring any property or of furthering in any way the Objects through trading and to establish such limited company or companies either as wholly owned subsidiaries of the Association or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies if the Committee members see fit by way of loan or share subscription on commercial terms provided that the Association shall seek professional legal advice before financing such companies;
- (n) to establish, support or join with any companies, institutions, societies or associations whose objects are the same as or similar to its own;
- (o) to purchase or otherwise acquire any of the property, assets and liabilities of any of the institutions, societies or associations with which the Association is authorised to join, and to perform any of their engagements;
- (p) to transfer any of the Association's property, assets, liabilities and engagements to any of the institutions, societies or associations with which the Association is authorised to join;
- (q) to open and operate banking accounts and other banking facilities;
- (r) to enter into any arrangements with any governments, authorities or any person, company or association;
- (s) to insure any risks arising from the Association's activities;
- (t) to insure the Committee members against the costs of a successful defence to a criminal prosecution brought against them as Committee members; or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Committee members concerned knew that, or were reckless whether, the act or omission was a breach of trust or breach of duty;
- (u) to pay all the expenses and costs of establishing the Association;
- (v) to do anything else within the law which helps promote the Objects.

5. Use of income and property

- 5.1 The income and property of the Association shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to

members of the Association or Committee members, and no Committee member may be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association except as shown below under 'Allowed Payments' or within the 'Winding-up' provisions.

6. **Allowed Payments**

6.1 The Association may pay:-

- (a) Reasonable and proper payment to any officer or servant of the Association who is not a Committee member for any services to the Association.
- (b) Reasonable and proper remuneration to a Committee member for services actually rendered to the Association including the usual professional charges for services provided or business done by a Committee member who is a solicitor, accountant or other person engaged in a profession, or by any partner of his or her firm instructed by the Association to act in a professional capacity on its behalf, PROVIDED THAT:-
 - (i) the number of Committee members so remunerated shall not exceed a minority of the quorum of the Committee ;
 - (ii) such Committee member shall be absent from all meetings at which the terms and conditions of his or her engagement by the Association are discussed;
 - (iii) such Committee member shall not vote on any resolution relating to his or her engagement;
 - (iv) the other Committee members are satisfied that his engagement, or that of his or her firm, is both necessary and expedient in the interests of the Association.
- (c) Interest on the money lent by any member of the Association or any Committee member. The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is the greater.
- (d) Reasonable out-of-pocket expenses to any Committee member.
- (e) Reasonable and proper payment to an association of which a Committee member holds not more than a hundredth of the capital.

- (f) Reasonable and proper rent of premises demised or let to the Association by any member of the Association or Committee member.
- (g) All reasonable and proper premiums in respect of indemnity insurance effected in accordance with the powers in this Memorandum.
- (h) In exceptional cases other payments or benefits.

PROVIDED THAT no member of the Association or Committee member shall be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give a benefit to that member of the Association or Committee member.

7. Alterations to this Memorandum

- 7.1 Alterations to this Memorandum may only be made by special resolution passed either at a general meeting or as a written resolution. For a special resolution proposed at a general meeting to be valid, 14 clear days' notice of it must be given specifying it as a special resolution and 75% of those voting must vote in favour of it. Such a special resolution may be passed on shorter notice if 90% of the total number of members having the right to vote agree to such short notice.
- 7.2 The Registrar of Companies must be informed of alterations and all future copies of the Memorandum issued must contain the alteration.

8. Limited Liability

- 8.1 The liability of the members is limited.

9. Guarantee by Members of the Association

- 9.1 Every member of the Association agrees to contribute to the Association £1 or any smaller amount required if:-
 - (a) the Association is wound-up while he or she is a member or within a year afterwards; and
 - (b) the Association has debts and liabilities which it cannot meet out of its assets.

10. Winding-up of the Association

- 10.1 If the Association is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, 5% of the property may be distributed amongst the members of the Association who are not Committee

members provided that all the members of the Committee give their approval. The remainder of the property must not be distributed among the members of the Association. Instead it must be given or transferred to some other institution or institutions with similar objects to the Association.

- 10.2 The institution or institutions will be chosen by the members of the Association at or before the time when the Association is wound-up or dissolved and if that cannot be done then the property shall be given to some other organisation or organisations with similar objects to the Association.

11. **Subscribers**

We, the people whose names, addresses and descriptions are written below, wish to form into a company with this Memorandum of Association.

Signatures, names, addresses and occupations of Subscribers

Antony Douglas Phillips
117 Palewell Park
London SW14 8JJ
Solicitor

Jonathan Mark Henry Ross
179 Friern Barnet Lane
London N20 0NN
Solicitor

Steven Frederick Dale
18 Christle Close
Broxbourne
Herts EN10 7RB
Solicitor

John Ernest Hewitt
16 Hardley Crescent
Hornchurch
Essex RM11 2EL
Solicitor

Dated this 17th **day of** January 2005

Witness to the above signatures

Name Tim Fogarty

Address Fleet Place House, 2 Fleet Place, London

Occupation Solicitor

Company number: 5364420

THE COMPANIES ACTS 1985 TO 2006

Company Limited by Guarantee and not having a Share Capital

**ARTICLES OF ASSOCIATION OF
PROPERTY LITIGATION ASSOCIATION**

(As adopted by a Special Resolution passed on 26 March 2009)

1. Meaning of Words

1.1 In these Articles and the Memorandum the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.2 Words	Meanings
Act	The Companies Acts 1985 to 2006 and as amended by subsequent acts
Articles	These Articles of Association
Association	Property Litigation Association
Chairman	The chairman of the Committee
clear day	24 hours from midnight following the relevant event
Committee	The board of directors of the Association
Committee members	The directors of the Association
Company Secretary	The person appointed to act as company secretary in accordance with the Act or the person undertaking the duties of a company secretary
indemnity insurance	insurance against the costs of a successful defence by a Committee member of a criminal prosecution brought against him/her as a Committee member; or against personal

	liability incurred by any Committee member for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Committee member concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
Month	Calendar month
Objects	The objects of the Association set out in the Memorandum of Association
Office	The registered office of the Association
Officers	means the Chairman, Vice Chairman, Secretary and Treasurer and "Officer" means any one of them
Property Litigation	the resolution of contentious property matters (including professional negligence claims relating to property transactions and advice) by means of litigation and other forms of dispute resolution. It excludes matters relating to planning and construction.
Regulations	Any rules, standing orders or regulation made in accordance with these Articles
Seal	The common seal of the Association
Secretary	The member of the Committee elected to serve as secretary to the Committee
Signed	Shall include faxes of signatures and other forms of authentication that are permitted by law
United Kingdom	Great Britain and Northern Ireland
in writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax (to the extent legally permissible)

1.3 Words in the singular form include the plural and vice versa.

- 1.4 The words “person” or “people” include corporations.
- 1.5 Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Association will have the same meanings in these Articles, provided they are consistent with the subject or context.
- 1.6 Headings are not part of the Memorandum or Articles.

2. The Constitution of the Association; Rights of Inspection by Members

- 2.1 The Association is established for the Objects shown in the Memorandum of Association.
- 2.2 A copy of the Memorandum and Articles and any Regulations must be available for inspection at the Office. Any member must be given a copy of these on payment of a reasonable fee fixed by the Committee.

3. Members

- 3.1 The number of members of the Association is unlimited.
- 3.2 The Association must keep at the Office a register of members showing their name, address and date of membership.
- 3.3 The register is available for inspection.

4. Membership

- 4.1 The initial members are the subscribers who signed these Articles.
- 4.2 Membership is open to the following :-
- (a) solicitors, legal executives, employed barristers, or clerks employed by or supervised by solicitors who are substantially engaged in Property Litigation in England and Wales;
 - (b) solicitors, legal executives, employed advocates, or clerks employed by or supervised by solicitors who are substantially engaged in Property Litigation in Scotland;
- who support the Objects.
- 4.3 A person may become a member of the Association upon meeting the following criteria:

- (a) fulfilling the requirement of Article 4.2;
- (b) applying in writing to the Secretary, such application being proposed and seconded by two members of the Association;
- (c) achieving a simple majority of votes by the Committee in favour of his or her being invited to become a member; and
- (d) paying the annual subscription fee.

4.4 The Committee may decline to accept any application for membership without assigning any reason for its decision.

4.5 The Secretary will ensure that the Company Secretary is informed of all changes in the membership.

5. No transfer of Membership

5.1 None of the rights of any member of the Association may be transferred or transmitted to any other person.

6. Ending of Membership

6.1 A member stops being a member of the Association if:

- (a) the member resigns from membership by giving notice in writing to the Association; or
- (b) membership is ended under Article 7; or
- (c) the member's subscription (if any) remains unpaid three months after it is due and the Committee resolves to end that member's membership; or
- (d) the member ceases to be permitted to practise in any of the capacities in Article 4.2; or
- (e) upon death.

7. Removal from Membership

7.1 The Committee may terminate the membership of any member:

- (a) who publishes material considered by the Committee to be harmful to the interests of the Association or any of its members;

- (b) who does not fulfil the requirements of Article 4.2; or
- (c) for any other reason

provided that in every case the member shall be notified of the Committee's intention and shall be allowed the opportunity to appear before the Committee and show good reason why his or her membership should not be terminated.

8. General Meetings

- 8.1 To the extent deemed expedient by the Committee, the Association shall hold an annual general meeting in addition to any other general meeting in that year. The annual general meeting must be specified as such in the notices calling it.

9. Extraordinary General Meetings

- 9.1 All general meetings except annual general meetings are called extraordinary general meetings.

10. Calling of Extraordinary General Meetings

- 10.1 The Committee may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if not less than ten percent of the members of the Association request it.

11. Notice of General Meetings

- 11.1 An annual general meeting or an extraordinary general meeting must be called by giving at least 14 clear days' notice in writing. These notices must specify the place, date and time of the meeting. If special business is to be discussed, full details or the general nature of the business must be given. In the case of a special resolution, the exact wording of the resolution must be set out in the notice. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles.
- 11.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed by at least 90% of the total membership of the Association members who have voting rights.

12. Ordinary and Special Business at General Meetings

- 12.1 At an extraordinary general meeting all business will be treated as special business. At an annual general meeting all business will be treated as special

except the consideration of accounts and balance sheets, the reports of the Committee members and auditors, the election of Committee members in place of those retiring, the appointment of auditors, the fixing of the annual rate of subscription payable by members of the Association and the fixing of the remuneration of the auditors.

13. Quorum

13.1 Business may be done at a general meeting only if a quorum of members is present when the meeting begins to deal with its business. A quorum is 10 unless shown differently below.

14. Adjournment if no Quorum

14.1 If the meeting is called by the demand of members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in another way, the meeting must be adjourned to another day, time and place as the Committee may decide.

14.2 If at the adjourned meeting a quorum is not present within half an hour after the appointed starting time, the members present will be a quorum.

15. Chairman

15.1 The Chairman (if any) of the Committee should normally preside as chairman at every general meeting of the Association. If there is no Chairman, or if he/she will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Committee members present shall select one of their number to be chairman of the meeting and in default the members at the meeting shall select a chairman.

16. Adjournment of the Meeting

16.1 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. But no business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

16.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

17. Voting on Resolutions

- 17.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or after the result of the show of hands is declared). A poll can be demanded by the chairman of the meeting or a member or member's representative who is present. Members may vote by a proxy.
- 17.2 The Committee may by a resolution approved by 75% of the current membership of the Committee authorise the use of a postal or electronic ballot for the election of Committee members.

18. Proxies

- 18.1 A person holding a proxy may vote on any resolution.
- 18.2 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in any usual or common form or in such other form as the Committee members may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office at least 48 hours prior to the general meeting. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
- 18.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Association at the office or at such other place at which the instrument of proxy was duly deposited 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
- 18.4 Where the Committee does not fix the form of a proxy any instrument appointing a proxy in the following form, or as near to it as the circumstances admit, will be acceptable.

"I
of
a member of Property Litigation Association
hereby appoint [the chairman of the meeting]
of
and failing him or her

of
as my proxy to vote for me on my behalf at the [Annual/Extraordinary]
General Meeting of the Association to be held on the
day of _____ and any adjournment thereof.

Signed on the _____ day of _____ ”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

19. Postal or Electronic Voting

19.1 If the Committee decides to hold a postal or electronic ballot for the election of Committee members :

- (a) members must be informed of the method and time limits for submitting nominations not less than 63 days before the annual general meeting and such notice may be in any communication including publications sent to members;
- (b) nominations signed by a member must be submitted in writing to the Association no later than 42 days before the date of the general meeting held to appoint the Committee member(s);
- (c) ballot papers or directions for electronic voting will be sent to all the members of the Association no later than 21 days before the date of the general meeting held to appoint the Committee member(s);
- (d) the counting of the ballots will take place at or prior to the general meeting held to appoint the Committee member(s);
- (e) the election of Committee members shall be carried by a simple majority of the votes cast and in case of equality of votes the chairman of the meeting shall decide between those candidates by lot, and proceed as if the candidate on whom the lot falls had received an additional vote;
- (f) if the vote of any member voting by post or electronically is uncertain or spoilt, or if doubt arises as to the intention of the member so voting the chairman of the meeting shall have an absolute discretion to reject the vote;
- (g) where there are no more nominations than vacant posts the candidates shall be declared elected at the annual general meeting without the necessity of a ballot.

20. Declaration of chairman is Final

- 20.1 Unless a poll is demanded, the declaration by the chairman of the meeting that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.
- 20.2 The demand for a poll may be withdrawn.

21. When a poll is taken

- 21.1 A poll must be taken immediately, if it is correctly demanded to elect a chairman of the meeting or to decide upon an adjournment. Polls about other things will be taken whenever the chairman of the meeting says so. Business which is not the subject of a poll may be dealt with before or during the poll.
- 21.2 The chairman of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

22. Voting and Speaking

- 22.1 Every member including the chairman of the meeting has one vote. If the votes are level, the chairman of the meeting has a casting vote.
- 22.2 The auditor or reporting accountant has the right to attend and speak.

23. Written Agreement to Resolution

- 23.1 Unless the law says otherwise, and except in the case of a resolution to remove a member of the Committee or the auditors before their time, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:
- (a) it must be in writing;
 - (b) in the case of a special resolution it must be Signed by at least 75% of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
 - (c) in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
 - (d) it may consist of two or more documents in identical form Signed by members;

- (e) The passing of a resolution must comply with any other requirements of the law from time to time.

24. Management by the Committee

24.1 The business of the Association is managed by the Committee. They may pay all the expenses of promoting and registering the Association. They may use all powers of the Association which are not, by the Act or by these Articles, required to be used by a general meeting of the Association. But the Committee members are at all times governed first by the Act, second by the Memorandum and Articles, and third by any Regulations that a general meeting may prescribe.

25. Payment of Subscriptions

25.1 All members must pay the subscriptions decided by a General Meeting from time to time. A General Meeting may fix differing rates for subscriptions.

26. Cheques and Bills etc

26.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall indicate the name of the Association in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Committee decides from time to time and cheques shall be signed by two Committee members unless the Committee otherwise decides.

27. Indemnity of Committee members

27.1 In the management of the affairs of the Association no Committee member shall be liable for any loss to the property of the Association arising by reason of:

- (a) improper investment made in good faith (so long as the Committee member sought professional advice before making such investment); or
- (b) negligence or fraud of any agent employed by any Committee member in good faith (provided reasonable supervision shall have been exercised); or
- (c) any mistake or omission made in good faith by any Committee member; or
- (d) by reason of any other matter or thing other than fraud, wrongdoing or wrongful omission on the part of the Committee member.

27.2 Subject to the provisions of the Act, but without prejudice to any indemnity to

which a Committee member may otherwise be entitled, every Committee member or other officer of the Association shall be indemnified out of the assets of the Association against any liability incurred by him or her in defending any proceedings whether civil or criminal in which judgment was given in his or her favour or in connection with any application in which relief is granted to him or her by the court from liability for 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 or her in the execution and discharge of his or her duties or in relation thereto.

28. Payment of reasonable expenses to members of the Committee

28.1 The Committee members may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Association but shall not be paid any other remuneration except as permitted in the Memorandum of Association.

29. The Keeping of Minutes

29.1 The Committee must have minutes entered in the minute books:-

- (a) of all appointments of Officers by the Committee;
- (b) of the names of the Committee members present at each of its meetings and of any sub-committee of the Committee;
- (c) of all resolutions and proceedings at all meetings of:
 - (i) The Association;
 - (ii) The Committee; and
 - (iii) sub-committees of the Committee.

30. The Composition of the Committee

30.1 The first Committee consists of those people named in Statement of First Directors filed under Section 10 of the Act and sent to the Registrar of Companies when the Association is formed or appointed by them. They hold office until the first annual general meeting. After that, the Committee consists of:

- (a) the Officers;
- (b) not more than five other members;
- (c) such other members as the Committee shall co-opt to serve as co-opted Committee members.

- 30.2 Each Committee member (other than co-opted Committee members) shall be elected by the Association at a General Meeting (including election as an Officer if the person shall stand for election and be approved as such Officer) and once elected shall serve from the date of his or her election until the next General Meeting which is held at least eleven months following the date of the election or re-election. At the end of the term of office a retiring Committee member shall be eligible for election for a further term, although a Committee member who has held office for a term of five consecutive years shall not be eligible for re-election without the approval of the Committee. A Committee member who ceases to hold office will not be eligible to serve on the Committee without the approval of the Committee until a period of two years has expired.
- 30.3 In the event of any Officer post becoming vacant, the Committee may appoint one of the Committee members who fall within Article 30.1(a) or (b) to fill the vacancy for the remainder of the unexpired term of office.
- 30.4 No two or more Committee members shall belong to the same firm, company or like body, unless the Committee decides to allow this in any particular set of circumstances.
- 31. Notification of Change of members of the Committee to the Registrar of Companies**
- 31.1 All appointments, retirements or removals of Committee members must be notified to the Registrar of Companies.
- 32. Filling vacancies in the Committee**
- 32.1 The Committee can appoint any member of the Association to fill a vacancy in the membership of the Committee. They will hold office until the next annual general meeting.
- 33. Ending of Committee Membership**
- 33.1 A Committee member will cease to be a member of the Committee if he or she:-
- (a) becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
 - (b) becomes barred from membership of the Committee because of any order made under the Act; or
 - (c) becomes incapable whether mentally or physically of managing his or

her own affairs; or

- (d) resigns the office by notice in writing to the Association but only if at least three Committee members will remain in office when the resignation takes effect; or
- (e) is absent without notice from five consecutive meetings of the Committee and is asked by a majority of the other Committee members to resign;
- (f) is directly or indirectly involved in any contract with the Association and fails to declare the nature of his or her interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract;
- (g) is removed from office; or
- (h) ceases to be a member of the Association.

34. Removal of a Committee member by a General Meeting

- 34.1 A general meeting of the Association may remove any Committee member before the end of his or her period of office whatever the rest of these Articles or any agreement between the Association and the Committee member may say.
- 34.2 Removal can take place only by the Association passing an ordinary resolution saying so. Member(s) of the Association must give a notice to the Association of intention to remove a Committee member and/or appoint a replacement. At least 28 clear days' notice must be given to the Association and subsequently at least 21 clear days' notice to the membership. Once the Association receives such notice it must immediately send a copy to the Committee member concerned. He or she has a right to be heard at the general meeting. He or she also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Committee member may require it to be read to the meeting.

35. Meetings of the Committee

- 35.1 The Committee may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 35.2 Questions arising at any meeting must be decided by a majority of votes. Every Committee member has one vote including the chairman of the

meeting. If the votes are equal, the chairman of the meeting has a second or casting vote.

35.3 A Committee member may, and the Secretary if requested by a Committee member must, summon a meeting of the Committee.

35.4 Notice of a meeting need not be given to any Committee member who is out of the United Kingdom.

35.5 Meetings may be held in person or by suitable electronic means agreed by the Committee in which all participants may communicate with all other participants.

36. Quorum for the Committee

36.1 The quorum necessary for business to be done at a Committee meeting is three.

37. Vacancies on the Committee

37.1 The Committee may act despite any vacancy on the Committee. But if the number of Committee members falls below the quorum, it may act only to summon a general meeting of the Association.

38. A Resolution may be Approved Without a Meeting

38.1 A resolution in writing Signed by all the Committee members or all the members of any sub-committee is as valid as if it had been passed at a properly held meeting of the Committee or sub-committee. The resolution may consist of several documents in the same form Signed by one or more members of the Committee or sub-committee.

38.2 A resolution may also be validly passed if it is sent by electronic mail to all Committee members or all members of a sub-committee and all Committee members or members of the sub-committee send a reply by electronic mail approving the resolution. In any such case, the Chairman or the chairman of the sub-committee will sign a copy of the resolution to confirm that it was duly passed and such signed resolution will be retained with the minutes.

39. Validity of Acts Done at Meetings

39.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Committee member or that he or she was disqualified, anything done before the discovery at any meeting of the Committee is as valid as if there were no defect or disqualification.

40. Delegation by the Committee to sub-committees

- 40.1 The Committee may delegate the administration of any of its powers to sub-committees consisting of one or more Committee members and a sub-committee must conform to any regulations that the Committee imposes on it. References in these Articles to sub-committees include regional and Scottish committees and any working parties of the Association.
- 40.2 The Committee may co-opt any person or people to serve on the sub-committee.
- 40.3 All acts and proceedings of the sub-committee must be reported to the Committee as soon as possible.
- 40.4 Regional committees and a Scottish committee of members may be formed, which may regulate the conduct of their own meetings, provided however, that minutes of such meetings shall be sent within 14 days to the Chairman. Minutes of the Committee shall be sent within 14 days to the chairmen of the regional and Scottish committees. Regional committees and the Scottish committee shall not keep separate books of accounts, such matters being dealt with by the Treasurer, nor shall they have power to elect members.
- 40.5 The Association shall be entitled to create working parties of members of the Association in order to carry out specified tasks in the furtherance of the objects of the Association. Working parties shall be selected by the Committee, and each working party shall include at least one, but not more than five, members of the Committee. Any member who is serving on the Committee shall be entitled to serve on only one working party while he or she remains on the Committee. Any other member shall be entitled to serve on up to two working parties at any one time.

41. Chairman of sub-committees

- 41.1 A sub-committee may elect a chairman of its meetings if the Committee does not nominate one.
- 41.2 If at any meeting the sub-committee's chairman is not present within 10 minutes after the appointed starting time, the members present may choose one of their number to be chairman of the meeting.

42. Meetings of sub-committees

- 42.1 A sub-committee may meet and adjourn whenever it chooses.
- 42.2 Questions at the meeting must be decided by a majority of votes of the members present.

42.3 A sub-committee must have minutes entered in minute books.

43. Appointment and Removal of the Company Secretary

43.1 The Committee may appoint and remove a Company Secretary and may decide his or her period of office, pay (if not a Committee member) and conditions of service.

44. Actions of Directors and Company Secretary

44.1 The Act says that some actions must be taken both by a Committee member and by the Company Secretary. If one person is both a Committee member and the Company Secretary, it is not enough for him or her to do the action first as a Committee member and then as Company Secretary or vice versa.

45. The Seal

45.1 If the Association shall decide to use a company seal the Committee must provide safe custody of the Seal.

45.2 The Seal may only be used as the authority of the Committee or of a sub-committee authorised by the Committee to use it.

45.3 Everything to which the Seal is affixed must be:-

- (a) signed by a member of the Committee; and
- (b) countersigned by the Company Secretary or by a second Committee member or by some other person appointed by the Committee for that purpose.

46. Proper Accounts must be Kept

46.1 Accounts shall be prepared in accordance with the Act.

47. Books must be Kept at the Office

47.1 The books of account must be kept at the Office or at other places decided by the Committee. The books of account must always be open to inspection by Committee members.

48. Inspection of Books

48.1 The Committee members must decide whether, how far, when, where and under what rules the books of account may be inspected by members who

are not Committee members. A member who is not a Committee member may only inspect a book of account or document of the Association if the right is given by law or authorised by the Committee members or a general meeting.

49. Profit and Loss Account and Balance Sheets

49.1 The Committee must, for each accounting reference period, put before a general meeting of the Association such reports, statements or accounts as are from time to time required by law, and must comply with all other legal requirements from time to time as to the circulation of such reports, statements or accounts to the members.

49.2 The Committee must file with the Registrar of Companies all annual returns and other documents that are required to be filed.

50. Copies for Members

50.1 Where the Act requires it, certain documents including the balance sheet, the accounts, the Accountants' or Auditors' report, and the Committee members' report must be sent to members of the Association in advance of a general meeting. This must be done at least however many clear days before the date of the general meeting that the Act may from time to time make a legal requirement.

50.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Association does not know.

51. Appointment of Reporting Accountants or Auditors

51.1 The Association must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Association's income or assets from time to time makes this a legal requirement.

52. Service of Notices

52.1 The Association may give notice to any member either:

- (a) personally; or
- (b) by delivering it or sending it by ordinary post to the member's registered address; or
- (c) if the member has provided the Association with a fax number, by sending it by fax to that member. This is subject to the member having consented to receipt of notice in this way, where this is a legal

requirement; or

(d) if the member has provided the Association with an e-mail address, by sending it by e-mail to that address. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or

(e) in accordance with the provisions for notice on a website set out below

if the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which he or she has given the Association for that purpose or in accordance with (c), (d) or (e) above but otherwise no member not within the United Kingdom shall be entitled to receive any notice from the Association.

52.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice. If sent by fax or email it will be treated as properly sent if the Association receives no indication that it has not been received.

52.3 If sent by post in accordance with this Article 52, the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been properly sent.

52.4 The Association may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Association that it is not.

52.5 Where a member has informed the Association in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices from the Association by means of a website, notice will be validly given if the Association sends that member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notification must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

53. Accidental Omission of Notice

53.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.

54. Who is Entitled to Notice of General Meetings

54.1 Notice of every general meeting must be given to:-

- (a) every member; and
- (b) the reporting accountants or auditor of the Association.

54.2 No one else is entitled to receive notice of general meetings.

55. Alteration of the Articles

55.1 The Association may alter these Articles only by a special resolution passed either at a general meeting or as a written resolution. For a special resolution proposed at a general meeting to be valid, 14 clear days' notice has been given of the intention to pass a special resolution and at which 75% of those voting vote in favour of it. Such a special resolution may be passed on shorter notice if 90% of members having the right to vote agree to such short notice.

56. Regulations

56.1 The Association in general meeting may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Committee which would otherwise have been valid.

57. Dissolution of the Association

57.1 The Committee or a general meeting may decide at any time to dissolve the Association. The Association shall then call a meeting of all members and those entitled to notice of general meetings.

57.2 Any surplus must be used in accordance with the provisions of the Memorandum of Association.

58. Conflicts of Interest

58.1 Where the duty of a Committee member under section 175(1) of the Companies Act 2006 to avoid conflict of interest would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if:

- (a) the matter in relation to which that duty exists has been proposed to the

Committee members at a meeting of the Committee and has been authorised by them;

- (b) any requirement as to the quorum of such meeting is met without counting the Committee member in question, or any other interested Committee member; and
- (c) the matter was agreed to without any such Committee member voting, or would have been agreed to if the vote of any such Committee member had not been counted.

58.2 The Committee members shall also observe the other duties and rules in the Act, and such other rules as the Committee adopts, as to the management of conflicts of duty or interest and to the extent required by law every Committee member shall fully disclose to the Committee the circumstances giving rise to any conflict or potential conflict that he has.

Signatures, names, addresses and occupations of subscribers

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Dated this 17th **day of** January **2005**

Witness to the above signatures:

Name Tim Fogarty

Address Fleet Place House, 2 Fleet Place, London

Occupation Solicitor