

Company number: 2553435

THE COMPANIES ACT 2006

**PRIVATE COMPANY LIMITED
BY GUARANTEE**

ARTICLES OF ASSOCIATION

of

**ASSOCIATION OF BUSINESS RECOVERY PROFESSIONALS
(the “Association”)**

**Adopted by Special Resolution
dated 30 September 2024**

ARTICLES OF ASSOCIATION

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PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY

1 DEFINED TERMS

1.1 In the Articles, unless the context requires otherwise:

1.1.1 “Articles” means these articles of association;

1.1.2 “Association” means this company, the Association of Business Recovery Professionals, a private company limited by guarantee with company number 2553435;

1.1.3 “Auditors” means the auditors of the Association from time to time;

1.1.4 “Bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy, including, without limitation, sequestration in Scotland;

1.1.5 “Chairperson” has the meaning given in Articles 13.2 to 13.4;

1.1.6 “Chairperson of the meeting” has the meaning given in Article 39;

1.1.7 “Companies Acts” means the Companies Acts (as defined in [section 2 of the Companies Act 2006](#)), in so far as they apply to the Association;

1.1.8 “Co-Opted Council member” means a Council member appointed pursuant to any co-option provisions in the by-laws of the Association, who shall be a participant on the Council and have voting rights in respect of Council decisions but not be considered a statutory director of the Association;

1.1.9 “Council” means the council of management of the Association from time to time, being the board of statutory directors of the Association and the Co-Opted Council members from time to time;

1.1.10 “Council member” or “member of the Council” means, save in the case of a Co-Opted Council member, a statutory director of the Association who sits on the Council, and includes, save in the case of a Co-Opted Council member, any individual occupying the position of Council member, by whatever name called. “Council members” shall be construed accordingly (and shall include Co-Opted Council members);

1.1.11 “Deputy Vice-President” the Council member elected to the role of Deputy Vice-

President in accordance with Article 25;

- 1.1.12 “Document(s)” includes, unless otherwise specified, any document sent or supplied in Electronic Form;
- 1.1.13 “Electronic Form” has the meaning given in [section 1168 of the Companies Act 2006](#);
- 1.1.14 “Financial Year” each accounting reference period of the Association determined from time to time in accordance with Chapter 3 of Part 15 of the Companies Act 2006;
- 1.1.15 “General Secretary” the general secretary of the Association from time to time appointed in accordance with Article 29;
- 1.1.16 “Group” in relation to the Association means any Subsidiary or any parent undertaking from time to time of the Association, and any Subsidiary from time to time of a parent undertaking of that company. Each undertaking in a Group is a member of the Group;
- 1.1.17 “member” means the Association’s statutory members and any other person that is admitted to the Association as a non-statutory member, and “members” and “membership” shall be construed accordingly;
- 1.1.18 “month” means a calendar month;
- 1.1.19 “Objects” means the objects of the Association as set out in Article 4.1;
- 1.1.20 “Ordinary Resolution” has the meaning given in [section 282 of the Companies Act 2006](#);
- 1.1.21 “Participate” in relation to a meeting of the Council, has the meaning given in Article 16;
- 1.1.22 “person” any individual, body corporate wherever incorporated, body unincorporate, firm or partnership, organ of local or central government (however legally organised) and any other entity having separate juridic existence;
- 1.1.23 “President” the Council member elected to the role of President in accordance with Article 25;

- 1.1.24 “Proxy” means an individual who is in accordance with [section 324\(1\) of the Companies Act 2006](#) and Article 45.1 validly appointed by a statutory member to attend and vote on their behalf at a meeting of the members. “Proxies” shall be construed accordingly;
- 1.1.25 “Proxy Notice(s)” has the meaning given in Article 46.1;
- 1.1.26 “Special Resolution” has the meaning given in [section 283 of the Companies Act 2006](#);
- 1.1.27 “statutory member” has the meaning given to “member” in section 112 of the Companies Act 2006 being an individual whose name is entered in the register of members of the Association and who has the right to attend and vote at general meetings and on written resolutions of the Association. As at the date of adoption of these Articles, Full Members, Fellow Members, New Professional Members and PP Honorary Members (each term being defined in the Association’s by-laws) are together the “statutory members”; and
- 1.1.28 “Subsidiary” has the meaning given in [section 1159 of the Charities Act 2006](#);
- 1.1.29 “transmittee” means a person entitled to a membership interest in the Association by reason of the death or bankruptcy of a member or otherwise by operation of law;
- 1.1.30 “Vice-President” the Council member elected to the role of Vice-President in accordance with Article 25; and
- 1.1.31 “Writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
- 1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the [Companies Act 2006](#) as in force on the date when these Articles become binding on the Association.

2 MODEL ARTICLES

- 2.1 The provisions of [Schedule 2 of The Companies \(Model Articles\) Regulations 2008](#) are hereby excluded.

3 LIABILITY OF MEMBERS

- 3.1 The liability of each statutory member of the Association is limited to £1.00, being the amount that each such statutory member undertakes to contribute to the assets of the Association in the event of it being wound up while they are a statutory member or within one year after they cease to be a statutory member, for:
 - 3.1.1 payment of the Association's debts and liabilities contracted before they cease to be a statutory member;
 - 3.1.2 payment of the costs, charges and expenses of winding up; and
 - 3.1.3 adjustment of the rights of the contributories among themselves.

PART 2 - THE ASSOCIATION'S PURPOSES

4 OBJECTS

- 4.1 The objects of the Association (**Objects**) are:
 - 4.1.1 to support our members by promoting and protecting an effective regulatory and legislative framework, and a positive operating environment, for the restructuring, turnaround and insolvency profession;
 - 4.1.2 to be the leading, thriving and inclusive organisation at the heart of the restructuring, turnaround and insolvency profession, supporting all of our members whatever their role or specialism;
 - 4.1.3 to promote, uphold and enhance ethical and professional standards across the restructuring, turnaround and insolvency profession by undertaking research, providing training and education, and promoting the sharing of best practice across our membership;
 - 4.1.4 to play a leading role in supporting the UK as a global centre for resolving financial distress;
 - 4.1.5 to promote the understanding and value of the work done by the restructuring, turnaround and insolvency profession;
 - 4.1.6 to give the Association's members a united voice on, and provide the members with technical updates on, issues, legislation, guidance and practice which affect the restructuring, turnaround and insolvency profession and the businesses and individuals with which they work;

4.1.7 to promote diversity, equality and inclusion across the restructuring, turnaround and insolvency profession and within the Association; and

4.1.8 to advance such other complementary purposes as the Council may otherwise determine.

4.2 In carrying out its Objects, the Association has the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so.

5 POWERS

5.1 The Association has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Association has power:

5.1.1 to buy, take on, lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;

5.1.2 to sell, lease or otherwise dispose of all or any part of the property belonging to the Association;

5.1.3 to borrow money and to charge the whole or any part of the property belonging to the Association as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;

5.1.4 to co-operate with other organisations, companies, partnerships, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

5.1.5 to acquire, merge with or to enter into any partnership or joint venture arrangement;

5.1.6 to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;

5.1.7 to employ and remunerate such staff as are necessary for carrying out the work of the Association;

5.1.8 to employ or remunerate Council members for professional services provided to the Association to the extent it is (a) permitted to do so by these Articles and (b) approved by a resolution of the Council, though remuneration will not be made for fulfilling the role and obligations as a Council member; and

- 5.1.9 to:
- 5.1.9.1 deposit or invest funds;
- 5.1.9.2 employ a professional fund-manager; and
- 5.1.9.3 arrange for the investments or other property of the Association to be held in the name of a nominee.

6 NOT FOR PROFIT, AND NON-DISTRIBUTION

- 6.1 The income and property of the Association shall be applied solely towards the promotion of its Objects and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

7 WINDING UP

- 7.1 Prior to the passing of a resolution to wind-up or dissolve the Association, the Council shall consider what would happen should there remain, after the satisfaction of all its debts and liabilities, any property whatsoever. The same shall not be paid to, or distributed among, the members of the Association, but shall be given or transferred to some other body or bodies having objects similar to the Objects of the Association, and which shall prohibit the distribution of its or their income and property to the extent at least as great as is imposed on the Association under or by virtue of Article 6.1 (*Not for Profit, and non-distribution*). Prior to the passing of a resolution to wind-up or dissolve the Association, the Council shall determine (and pass a resolution to that effect) such body or bodies, and if and so far as effect cannot be given to such provision, then to some other body or bodies the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body or bodies in question shall be a member or members of the Association) to be similarly determined.

8 ASSOCIATION'S STATUS

- 8.1 The Association shall not support with its funds any object, or endeavour to impose on, or procure to be observed by, its members or others, any regulation, restriction or condition which, if any object of the Association, would make it a Trade Union.
- 8.2 Nothing in these Articles shall constitute the Association a charity within the meaning of section 1 of the Charities Act 2011.

PART 3 - THE COUNCIL AND THE GENERAL SECRETARY

COUNCIL'S POWERS AND RESPONSIBILITIES

9 THE COUNCIL'S GENERAL AUTHORITY

- 9.1 The Council (who shall, save for the Co-Opted Council members, be, for the purposes of the Companies Acts, the directors of the Association) are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association subject to these Articles and any rules, regulations or by-laws of the Association.

10 MEMBERS' RESERVE POWER

- 10.1 The statutory members may, by Special Resolution, direct the Council to take, or refrain from taking, specified action.
- 10.2 No such Special Resolution invalidates anything which the Council members have done before the passing of the resolution.

11 COUNCIL MAY DELEGATE

- 11.1 The Council may delegate any (but not all) of the powers which are conferred on it under these Articles:
- 11.1.1 to such persons or committee (subject to Article 12);
 - 11.1.2 by such means (including by power of attorney);
 - 11.1.3 to such an extent (subject to Article 12);
 - 11.1.4 in relation to such matters or territories; and
 - 11.1.5 on such terms and conditions (subject to Article 12),
as they think fit.
- 11.2 If the Council so specifies, any such delegation may authorise further delegation of the Council's powers by any person or persons to whom they are delegated.
- 11.3 The Council may revoke any delegation or authorisation in whole or part, or alter its terms and conditions.

12 COMMITTEES

- 12.1 Committees to which the Council delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of

these Articles which govern the taking of decisions by the Council.

12.2 The Council may:

12.2.1 make rules of procedure for all or any committees, which shall not prevail over rules derived from these Articles if they are not consistent with them; and

12.2.2 regulate the quorum and membership of such committees.

12.3 The Council may at any time dissolve any committee so formed.

12.4 Every committee shall at all times include at least one member of the Council and the Council shall not delegate to any committee any of the powers or discretions conferred upon the Council by Articles 24 or 56.1.

DECISION-MAKING BY THE COUNCIL

13 COUNCIL TO TAKE DECISIONS COLLECTIVELY AND CHAIRING OF COUNCIL MEETINGS

13.1 The general rule about decision-making by the Council is that any decision of the Council must be either a majority decision at a meeting or a decision taken in accordance with Article 14.

13.2 The President or, if the President is absent or there is for the time being no President in office, the Vice-President, shall act as Chairperson of every meeting of the Council.

13.3 If at any such meeting the President is absent or is unwilling to preside, or there is for the time being no President in office and in addition the Vice-President is absent, or there is for the time being no Vice-President in office, then the Deputy Vice-President shall (if appointed) act as Chairperson of that Council meeting.

13.4 If at any such meeting the President is absent or is unwilling to preside, or there is for the time being no President in office and in addition the Vice-President is absent, or there is for the time being no Vice-President in office and also the Deputy Vice-President is absent or there is for the time being no Deputy Vice-President in office, the members of the Council present shall choose one of their number to act as Chairperson of that Council meeting.

14 WRITTEN RESOLUTIONS OF THE COUNCIL

14.1 A decision of the Council is taken in accordance with this Article when three-

quarters of all eligible Council members indicate to each other by any means that they share a common view on a matter.

14.2 Such a decision may take the form of a resolution in Writing, or several documents in like form, copies of which have been signed by each eligible Council member or to which each eligible Council member has otherwise indicated agreement in Writing.

14.3 References in this Article to eligible Council members are to Council members who would have been entitled to vote on the matter had it been proposed as a resolution at a Council meeting.

14.4 A decision may not be taken in accordance with this Article if the eligible Council members would not have formed a quorum at such a meeting, which shall mean, for the avoidance of doubt, that such decision must include the approval of at least one Council member who is a practising, licensed insolvency practitioner, save where all such Council members are conflicted.

15 CALLING A COUNCIL MEETING

15.1 Any Council member may call a Council meeting by giving notice of the meeting to the Council or by authorising the General Secretary (if any) to give such notice.

15.2 Notice of any Council meeting must indicate:

15.2.1 its proposed date and time;

15.2.2 where it is to take place; and

15.2.3 if it is anticipated that Council members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

15.3 Notice of a Council meeting must be given to each Council member, but need not be in Writing.

15.4 Notice of a Council meeting need not be given to Council members who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

16 PARTICIPATION IN COUNCIL MEETINGS

- 16.1 Council members Participate in a Council meeting, or part of a Council meeting, when:
- 16.1.1 the meeting has been called and takes place in accordance with these Articles; and
 - 16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 16.2 In determining whether Council members are participating in a Council meeting, it is irrelevant where any Council member is or how they communicate with each other.
- 16.3 If all the Council members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

17 QUORUM FOR COUNCIL MEETINGS

- 17.1 At a Council meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another Council meeting.
- 17.2 The quorum for Council meetings is ten (10) members of the Council (including, for the avoidance of doubt, any Co-Opted Council members) which must include at least one Council member who is a practising, licensed insolvency practitioner (save where all such Council members are conflicted). The quorum may otherwise be fixed at such other number and/or representation of members of the Council from time to time by a decision of the Council.
- 17.3 If the total number of Council members for the time being is less than the quorum required, the Council members must not take any decision other than a decision:
- 17.3.1 to fill vacancies in the Council membership in accordance with Article 23.1; or
 - 17.3.2 to call a general meeting so as to enable the statutory members to appoint further Council members by Ordinary Resolution.
- 17.4 Subject to Article 22.2, any quorate meeting of the Council shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Council, notwithstanding any vacancy or vacancies which for the time being may

exist in the membership of the Council.

18 CASTING VOTE

18.1 If the numbers of votes for and against a proposal are equal, the Chairperson or other Council member chairing the meeting has a second or casting vote.

18.2 But this does not apply if, in accordance with these Articles, the Chairperson or other Council member chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

19 CONFLICTS OF INTEREST

Declaration of interests

19.1 Each Council member must declare:

19.1.1 the nature and extent of any, direct or indirect, interest in a transaction or arrangement with the Association to the extent required to do so in accordance with the Companies Act 2006, including in particular sections 177 and 182; and

19.1.2 any situation in which they have or can have a direct or indirect interest which conflicts (or possibly may conflict) with the interests of the Association and which, if not authorised or ratified, would amount to a breach of section 175 of the Companies Act 2006 (a “conflict”).

A declaration of a conflict must be made to the other Council members, unless they are already aware of the interest and its extent.

Authorisation of conflicts

19.2 Either the Council may or, if the Council are (or may be) unable or unwilling to authorise any conflict, the statutory members may, authorise any conflict declared in accordance with Article 19.1.

19.3 An authorisation of a conflict which is given at a meeting of the Council will only be effective if the quorum requirements would be met without counting the Council member in question or any other interested Council member and if the matter was agreed to without their voting or would have been agreed to if their vote had not been counted. The authorisation may also be given by a Council members’ written resolution, taking account of the restrictions on voting set out in this Article 19.3.

19.4 Any authorisation of a conflict may be subject to such terms and for such duration,

or impose such limits or conditions as the authorisation may specify, and the Council member must conduct themselves in accordance with any such terms, limits or conditions.

- 19.5 Where a conflict arises because a Council member is also, or is about to become, a Council member, officer or employee of another Group undertaking (other than auditor), then that conflict shall be deemed to have been authorised pursuant to section 175 of the Companies Act 2006, but, for the avoidance of doubt, Article 19.4 applies to such authorisation.

Participation of interested Council member in decision-making

- 19.6 Subject to Article 19.7, where a proposed decision of the Council concerns any matter in which a Council member has a direct or indirect interest or a duty which does (or may) conflict with an interest or duty they owe to the Association (whether or not by reason of them being interested in a transaction or arrangement with the Association or otherwise), they may be counted in the quorum, vote and otherwise participate in the decision-making process. This is subject, where applicable, to:

- 19.6.1 the Council member having disclosed their interest in accordance with these Articles and the Companies Act 2006 (including without limitation sections 177 and 182) and, where necessary, it having been authorised in accordance with this Article 19; and

- 19.6.2 to any terms and conditions imposed by the Council or statutory members in accordance with this Article 19 and the other provisions of the Articles.

- 19.7 A Council member may not be counted in the quorum, vote or otherwise participate in the decision-making process where the decision relates to Article 32.4 regarding discretionary termination of membership and they have a conflict in relation to such procedure or process.

Benefits

- 19.8 A Council member may retain and does not need to account to the Association for any benefit received or profit made as a result of anything authorised or allowed under these Articles nor is any type of contract authorised or allowed under these Articles liable to be avoided.

20 RECORDS OF DECISIONS TO BE KEPT

20.1 The Council members must ensure that the Association keeps a record, in Writing, (for at least 10 years from the date of the decision recorded) of every three-quarters or majority decision taken by the Council members.

20.2 The Council shall cause proper minutes to be made of the proceedings of all meetings of the Council and of any committee of the Council and of all general meetings. A record of all such minutes signed by the chairperson of such general meeting, the Chairperson of the meeting of the Council (or other Council member chairing), or the chairperson of such committee, respectively, next succeeding, shall be conclusive evidence without further proof of the matters therein recorded.

21 COUNCIL MEMBERS' DISCRETION TO MAKE FURTHER RULES

21.1 The Council may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Council members.

APPOINTMENT AND TERMINATION OF COUNCIL MEMBERS

22 MAXIMUM AND MINIMUM NUMBER OF COUNCIL MEMBERS

22.1 The Council shall consist of no less than 18 and no more than 26 Council members (or such other maximum and minimum numbers as the Council may from time to time determine), provided that where the Council has 26 members none of whom are licensed practising, insolvency practitioners, then the Council will be permitted to appoint a practising, licensed insolvency practitioner as a 27th Council member, who shall also be a Co-Opted Council member.

22.2 Where the number of Council members in office falls to below the minimum number of Council members in Article 22.1, the only decision that the remaining Council members can take is to appoint sufficient additional Council members to reach the minimum number, or to call a general meeting to enable the statutory members to appoint a further Council member or further Council members by Ordinary Resolution. That decision may be taken by a decision of a sole remaining Council member without regard to Articles 13 to 20.

23 METHODS OF APPOINTING COUNCIL MEMBERS

23.1 Any individual who is willing to act as a Council member, and is permitted by law to be a director, may be appointed to be a Council member by a decision of the Council in accordance with any rules, regulations and/or by-laws of the Association prescribing requirements as to eligibility, nomination and appointment

of Council members.

24 TERMINATION OF A COUNCIL MEMBER'S APPOINTMENT

24.1 An individual ceases to be a Council member:

24.1.1 as soon as:

24.1.1.1 that individual dies;

24.1.1.2 that individual ceases to be a director by virtue of any provision of the [Companies Act 2006](#) (other than in the case of Co-Opted Council members) or is prohibited from being a director by law;

24.1.1.3 an undischarged Bankruptcy order (including, without limitation, a sequestration order) against that individual is outstanding;

24.1.1.4 a registered medical practitioner who is treating that individual gives a written opinion to the Association stating that that individual has become physically or mentally incapable of acting as a director and may remain so for more than three (3) months; if that individual ceases to be a member of the Association (or ceases to be a member of a particular category of membership of which Council members are required to be, in accordance with any rules, regulations and/or by-laws of the Association dictating the eligibility of Council members), other than where the individual remedies such situation within 14 days of it occurring;

24.1.2 following an Ordinary Resolution to that effect passed at a general meeting of the Association, in accordance with section 168 of the Companies Act 2006;

24.1.3 notification is received by the Association or General Secretary from the Council member that the Council member is resigning from office, and such resignation has taken effect in accordance with its terms;

24.1.4 if that Council member absents themselves from four consecutive meetings of the Council without special leave of absence from the Council and the Council at any time thereafter resolves that their office should determine;

24.1.5 if that Council member, in the reasonable opinion of the remaining, unconflicted Council members, has failed to or is failing to exercise independent judgment, for example because that Council member is allowing other people to control their powers as a Council member and/or letting a particular group (such as their

employing organisation) affect their judgment, the remaining, unconflicted Council members have given written notice to the Council member in question of the termination of their Council membership and seven (7) days have elapsed from the date that notice was sent; provided that the Council member concerned has the right to make representations, accompanied by a friend, before a final decision is made;

24.1.6 if that Council member, in the reasonable opinion of the remaining, unconflicted Council members, has done any act or thing materially prejudicial to the interests of the Association (or omitted to do any act or thing the result of which omission is materially prejudicial to the interests of the Association), the remaining, unconflicted Council members have given written notice to the Council member in question of the termination of their Council membership and seven (7) days have elapsed from the date that notice was sent; provided that the Council member concerned has the right to make representations, accompanied by a friend, before a final decision is made; or

24.1.7 otherwise in accordance with any rules, regulations and/or by-laws of the Association prescribing requirements as to retirement and rotation of Council members.

25 THE PRESIDENT, THE VICE-PRESIDENT AND THE DEPUTY VICE-PRESIDENT

25.1 One of the members of the Council shall be the President and another shall be the Vice-President. A further Council member shall optionally be the Deputy Vice-President of the Association. The President, Vice-President and Deputy Vice-President shall be appointed and terminated from such office, and have such powers and duties, as the Council shall decide from time to time under any rules, regulations or by-laws of the Association.

26 COUNCIL MEMBERS' REMUNERATION

26.1 Council members may undertake any services for the Association that the Council members decide.

26.2 Council members are entitled to such remuneration and on such terms as the Council may determine from time to time for any service which they undertake for the Association (including professional services, except as Auditors), save that Council members shall not be entitled to remuneration for their ordinary services

to the Association as Council members.

26.3 A Council member's remuneration may:

26.3.1 take any form; and

26.3.2 include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Council member.

26.4 Unless the Council decides otherwise, Council members' remuneration accrues from day to day.

26.5 Unless the Council decides otherwise, Council members are not accountable to the Association for any remuneration which they receive as Council members or other officers or employees of the Association's subsidiaries or of any other body corporate in which the Association is interested.

27 COUNCIL MEMBERS' EXPENSES

27.1 The Association may (out of the Association's funds) pay any reasonable expenses which the Council members properly incur in connection with their attendance at:

27.1.1 meetings of the Council or committees of the Council;

27.1.2 general meetings; or

27.1.3 separate meetings of the holders of debentures of the Association, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

28 CONSEQUENCE OF DEFECT IN APPOINTMENT

28.1 All acts bona fide performed by members of the Council (or of any committee) acting individually or collectively for and on behalf of the Council or of any committee shall, notwithstanding it may afterwards be shown that there was some defect in their appointment, be as valid as if every such Council member had been qualified to act.

SECRETARIES

29 THE GENERAL SECRETARY

- 29.1 The General Secretary shall be appointed by the Council for such term, at such remuneration, upon such conditions and to carry out such functions as the Council shall think fit. Subject to this, the General Secretary shall be responsible to the Council and the President for the day to day running of the Association as determined by the Council.
- 29.2 Subject as aforesaid, the Council may from time to time appoint one or more individuals as Joint Secretary, or a Deputy Secretary or an Assistant Secretary (either with or without such Deputy Secretary) for such term, at such remuneration, upon such conditions and to carry out such functions as the Council may think fit and any individual appointed Deputy Secretary or Assistant Secretary shall act in the place of the General Secretary or Joint Secretary if there is no General Secretary capable of acting.
- 29.3 Any individual shall be eligible for appointment to the office of General Secretary, Joint Secretary, Deputy Secretary, or Assistant Secretary, but no member of the Council who is appointed to any such office shall receive any remuneration or other emoluments in respect thereof.
- 29.4 The Council may at any time (but in accordance with the terms of any applicable contract of employment) terminate the appointment of the General Secretary or any Joint Secretary, Deputy Secretary or Assistant Secretary of the Association.

PART 4 - MEMBERS

BECOMING AND CEASING TO BE A MEMBER

30 CLASSES OF MEMBERSHIP AND MEMBERSHIP RIGHTS

- 30.1 The Council may establish different classes of membership (including statutory and non-statutory members) and prescribe and vary their respective rights, privileges and obligations.
- 30.2 It shall not be possible for any person to be or to become a member of any class of the Association jointly with any other person.

31 APPLICATIONS FOR MEMBERSHIP

- 31.1 No person shall become a member of the Association unless:
- 31.1.1 that person has (save where the Council otherwise determines) completed an

application for membership in a form approved by the Council (or any committee to which authority has been delegated for this purpose by the Council); and

31.1.2 the Council (or any person to which authority has been delegated for this purpose by the Council) has approved the application and admitted the member to the membership of the Association.

31.2 To be eligible for membership of the Association, and to remain a member, the relevant individual must agree to adhere to the Articles and any rules, regulations and/or by-laws of the Association.

31.3 The details of each successful applicant for those categories of member that are statutory members for the purposes of the Companies Acts shall be entered into the register of members by the Association.

31.4 The Council may in their absolute discretion decline to accept any application for membership and need not give reasons for doing so.

32 TERMINATION OF MEMBERSHIP

Transferability

32.1 Membership is not transferable or transmissible to a transmittee.

Resignation

32.2 A member may resign from membership of the Association by giving not less than three months' notice in Writing to the General Secretary of their intention to do so. Any such resignation shall become effective, and where that member is a statutory member, that member's name shall be struck off the Association's register of members, on (but not before) the date of expiration of such notice.

Automatic termination

32.3 A member's membership automatically terminates when that person dies, effective from the date of that person's death.

Discretionary termination

32.4 A member's membership may be terminated without their consent by the Council or any committee to which authority to do so has been delegated in accordance with Article 12 on the following grounds:

- 32.4.1 the member is more than two months in arrears in paying to the Association any sum which has become payable by it or them by way of annual or periodic subscription, entrance fee, or otherwise;
- 32.4.2 the member commits a material breach of the Articles or by-laws which is not remedied, to the reasonable satisfaction of the Council, within 30 days;
- 32.4.3 a Bankruptcy order is made against that member;
- 32.4.4 if, in the opinion of the Council acting reasonably:
 - 32.4.4.1 the member misrepresents its relationship with the Association on a persistent basis, in advertising, other promotional literature, or in any other way;
 - 32.4.4.2 the member has acted or done any thing or has threatened to act or do a thing which is prejudicial to the interests of the Association or has omitted to do any act or thing the result of which omission is prejudicial to the interests of the Association; or
 - 32.4.4.3 the member's conduct (whether as a member or otherwise) is likely to bring the Association, or any or all of the members of the Council or members of the Association, into disrepute.

Effect of termination of membership

- 32.5 If for any reason a person ceases to be a member of the Association:
 - 32.5.1 all their or its rights and privileges of membership shall wholly cease and determine;
 - 32.5.2 such cessation of membership shall in no way affect or prejudice the liability of such member or of their or its personal representatives or trustee in Bankruptcy, to pay to the Association:
 - 32.5.2.1 any such sums which have become payable by such member to the Association prior to such cessation whether by way of entrance fee, annual or periodic subscription or otherwise; and
 - 32.5.2.2 for any direct costs reasonably incurred by the Association arising from the termination of the member; and

- 32.5.3 the member shall not be entitled to a refund of any unexpired portion of its or their annual or periodic subscription fee; and
- 32.5.4 the member's termination will (where relevant) be reflected in the register of members as soon as reasonably practicable after the effective date of the member's termination.

Suspension

- 32.6 The Council, either itself or in consultation with any committee to which authority to do so has been delegated in accordance with these Articles, may at any time, suspend any member of the Association from membership upon such terms as the Council shall determine, including (without limitation) the length of suspension, and may cancel any such suspension as it shall in its absolute discretion resolve.

MEMBERS' RESPONSIBILITIES

33 ENTRANCE FEES AND SUBSCRIPTIONS

- 33.1 The Council may require from any person who is admitted to any class of membership such sums by way of entrance fees or annual subscription fees as it may from time to time determine.

PART 5 - ORGANISATION OF GENERAL MEETINGS

34 GENERAL MEETINGS AND ANNUAL GENERAL MEETING

- 34.1 The Council may, whenever they think fit, convene a general meeting and shall, following requisition by the statutory members in accordance with the Companies Act 2006, proceed to convene a general meeting in accordance therewith.
- 34.2 The Association shall hold a general meeting as its annual general meeting in each year and shall specify the meeting as such in the notices calling it. Subject to the provisions of this Part 5, every annual general meeting shall be held at such time and place as shall be determined by the Council.
- 34.3 All the Association's general meetings other than annual general meetings shall be called extraordinary general meetings.

35 CALLING GENERAL MEETINGS

- 35.1 Subject to Articles 35.2 and 35.5, a general meeting of the Association shall be called by at least 14 clear days' notice.

- 35.2 Every annual general meeting shall be called by at least 21 clear days' notice.
- 35.3 For the purpose of this Article, clear days shall mean a period of days excluding the day on which the notice is given and excluding the day of the meeting.
- 35.4 The Association may give such notice to all persons entitled to receive such notice from the Association (including its auditors) by any means or combination of means permitted by the Companies Act 2006.
- 35.5 With the consent of all the statutory members having the right to attend and vote there at, or of such proportion of them as is prescribed by the Companies Acts, in the case of meetings other than annual general meetings, a general meeting of statutory members of the Association may be convened by such period of notice as those statutory members think fit.
- 35.6 The accidental omission to give notice of a general meeting (including an annual general meeting) to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding had, at that meeting.

36 NOTICE OF GENERAL MEETINGS

- 36.1 Every notice calling a general meeting shall specify:
- 36.1.1 the place and the day and hour of the meeting;
- 36.2 the text of each Special Resolution to be proposed at the general meeting;
- 36.3 either the text of, or sufficient information to enable a statutory member to understand the purpose of, each Ordinary Resolution to be proposed at the general meeting; and
- 36.4 a statement that a statutory member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend, speak and vote instead of them.
- 36.5 Failure to comply with any provision of this Article will not invalidate the notice of meeting or anything done at the meeting except to the extent that non-compliance would otherwise invalidate such notice or act by law.

37 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 37.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during

the meeting, any information or opinions which that person has on the business of the meeting.

37.2 A person is able to exercise the right to vote at a general meeting when:

37.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

37.2.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

37.3 The Council may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

37.4 In determining attendance at a general meeting, it is immaterial whether any two or more statutory members attending it are in the same place as each other.

37.5 Two (2) or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

38 QUORUM FOR GENERAL MEETINGS

38.1 No business shall be transacted at any general meeting unless a quorum is present.

38.2 Any seven statutory members present in person or by proxy and entitled to attend and to vote on the business to be transacted shall be a quorum.

39 CHAIRING GENERAL MEETINGS

39.1 The President, or in their absence the Vice-President, or in both their absence, the Deputy Vice-President, shall preside as chairperson at every general meeting. If there is neither a President nor Vice-President nor Deputy Vice-President of the Association or if at any general meeting none of them shall be present fifteen minutes after the time appointed for holding the same, or if being present none of them is willing to preside, the general meeting shall choose some other member of the Council to preside as chairperson, and if no other member of the Council is present, or if all the members of the Council present decline to take the chair, the

general meeting shall choose a statutory member (or their proxy or duly authorised representative) who is present and entitled to attend and to vote on the business to be transacted to preside as chairperson.

- 39.2 The person chairing a meeting in accordance with this Article is referred to in Articles 39 to 48 as the “Chairperson of the meeting”.

40 ATTENDANCE AND SPEAKING BY COUNCIL MEMBERS AND OTHERS

- 40.1 Council members may attend and speak at general meetings, whether or not they are members.

- 40.2 The Chairperson of the meeting may permit other persons who are not otherwise entitled to exercise the rights in relation to general meetings, to attend and speak at a general meeting.

41 ADJOURNMENT

- 41.1 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the general meeting, if convened on the requisition of statutory members, shall be dissolved. In any other case it shall stand adjourned on the same day in the next week, at the same time and place, or at such other place as the Chairperson of the meeting may determine, and if at such adjourned general meeting a quorum is not present within half an hour of the time appointed for holding the same, those statutory members (or their proxies or duly authorised representatives) present and entitled to attend and to vote on the business to be transacted shall be a quorum.

- 41.2 The Chairperson of the meeting may, with the consent of any general meeting at which a quorum is present (and shall, if so directed by the general meeting), adjourn the general meeting from time to time, and from place to place, but no business shall be transacted at any adjourned general meeting other than business which might have been transacted at the general meeting from which the adjournment took place.

- 41.3 Whenever a general meeting is adjourned for thirty days or more, notice of the adjourned general meeting shall be given in the same manner as of an original general meeting. In all other cases the statutory members shall not be entitled to any notice of the adjournment, or of the business to be transacted at an adjourned general meeting.

VOTING AT GENERAL MEETINGS

42 VOTING: GENERAL

- 42.1 Unless a poll is duly demanded in accordance with Article 44, a resolution put to the vote of a general meeting must be decided on a show of hands.
- 42.2 Unless a poll is duly demanded, a declaration by the Chairperson of the meeting that a resolution has been carried, carried unanimously, or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against that resolution.
- 42.3 In the case of an equality of votes, whether on a show of hands or on a poll, provided the Chairperson of the meeting is entitled to vote at the general meeting, the Chairperson of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

43 ERRORS AND DISPUTES

- 43.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 43.2 Any such objection must be referred to the Chairperson of the meeting, whose decision is final.

44 POLL VOTES

- 44.1 A poll on a resolution may be demanded:
- 44.1.1 in advance of the general meeting where it is to be put to the vote; or
- 44.1.2 at a general meeting, either before a show of hands on that resolution, or immediately after the result of a show of hands on that resolution is declared.
- 44.2 A poll may be demanded by:
- 44.2.1 the Chairperson of the meeting;
- 44.2.2 the Council;
- 44.2.3 ten (10) or more statutory members present in person or by Proxy having the right

to vote on the resolution; or

44.2.4 an individual or individuals representing not less than one tenth of the total voting rights of all the statutory members having the right to vote on the resolution.

44.3 A demand for a poll may be withdrawn if:

44.3.1 the poll has not yet been taken; and

44.3.2 the Chairperson of the meeting consents to the withdrawal.

44.4 A poll demanded on the election of a Chairperson of a (general) meeting, or on a question of adjournment, shall be taken forthwith. In all other cases a poll demanded on any question shall be taken in such manner and at such time and place as the Chairperson of the meeting directs. The result of any poll taken shall be deemed to be the resolution of the general meeting at which the poll was demanded.

45 VOTING BY PROXY

45.1 Each statutory member entitled to vote in person at a general meeting of the Association shall be entitled to appoint a proxy to attend and to vote on its or their behalf on a poll, but such a proxy must be another statutory member who is entitled to attend in person, and vote, at such general meeting ("Proxy").

45.2 A vote given in accordance with the terms of the Proxy Notice (as defined below) shall be valid notwithstanding the previous death or physical or mental incapacity of the principal, or revocation of the Proxy or of the authority under which the Proxy was executed, provided that no intimation in Writing of such death, incapacity or revocation as aforesaid shall have been received by the Association at its registered office before the commencement of the general meeting or adjourned general meeting at which the Proxy is used.

46 CONTENT OF PROXY NOTICES

46.1 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:

46.1.1 states the name and address of the statutory member appointing the Proxy;

46.1.2 identifies the individual appointed to be that statutory member's Proxy and the general meeting in relation to which that individual is appointed;

- 46.1.3 is signed by or on behalf of the statutory member appointing the Proxy, or is authenticated in such manner as the Council may determine; and
- 46.1.4 is delivered to the Association in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 46.2 The Council may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 46.3 Proxy Notices may specify how the Proxy appointed under them is to vote (or that the Proxy is to abstain from voting) on one or more resolutions.
- 46.4 Unless a Proxy Notice indicates otherwise, it must be treated as:
 - 46.4.1 allowing the individual appointed under it as a Proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - 46.4.2 appointing that individual as a Proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 47 DELIVERY OF PROXY NOTICES**
 - 47.1 A Proxy Notice must be deposited at the Association's registered office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the general meeting, by:
 - 47.1.1 not less than 48 hours before the time fixed for holding the general meeting or adjourned general meeting at which the individual named in the instrument proposes to vote; or
 - 47.1.2 in the case of a poll taken more than 48 hours after it is demanded, by not less than 24 hours before the time appointed for the taking of the poll,

(and in default the instrument of Proxy shall be treated as invalid).
 - 47.2 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of that person.
 - 47.3 An appointment under a Proxy Notice may be revoked by delivering to the Association a notice in Writing given by or on behalf of the individual by whom or

on whose behalf the Proxy Notice was given.

47.4 A notice revoking a Proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

47.5 If a Proxy Notice is not executed by the individual appointing the Proxy, it must be accompanied by written evidence of the authority of the individual who executed it to execute it on the appointor's behalf.

48 AMENDMENTS TO RESOLUTIONS

48.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:

48.1.1 notice of the proposed amendment is given to the Association in Writing by an individual entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairperson of the meeting may determine); and

48.1.2 the proposed amendment does not, in the reasonable opinion of the Chairperson of the meeting, materially alter the scope of the resolution.

48.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:

48.2.1 the Chairperson of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and

48.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

48.3 If the Chairperson of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairperson of the meeting's error does not invalidate the vote on that resolution.

PART 6 - ADMINISTRATIVE ARRANGEMENTS

49 THE ACCOUNTS

49.1 The Council shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Companies Act 2006. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are

necessary to give a true and fair view of the state of the affairs of the Association, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the Association at any time.

49.2 The books of account shall be kept at the registered office of the Association, or, subject to section 388 of the Companies Act 2006, be kept at such other place or places as the Council shall think fit and shall always be open to the inspection of any Council member.

49.3 The Association must, pursuant to section 423 of the Companies Act 2006, send a copy of its annual accounts and reports for each Financial Year to every statutory member, to every holder of the Association's debentures and to every person who is entitled to receive notice of general meetings. Copies need not be sent to a person for whom the Association does not have a current address as defined in section 423 of the Companies Act 2006.

49.4 The Association must, pursuant to section 424 of the Companies Act 2006, comply with the obligations set out at Article 49.3 not later than:

49.4.1 the end of the period for filing accounts and reports to the Registrar of Companies; or

49.4.2 if earlier, the date on which the Association actually delivers its accounts to the Registrar of Companies.

50 AUDIT

50.1 The accounts of the Association shall be examined and reported upon either by the auditor or, if no auditor is appointed, by a reporting accountant if required by the statutory members or the Companies Act 2006.

50.2 The appointment or re-appointment (as appropriate) of the auditor (if any) shall be determined by the Association in general meeting.

50.3 The determination of the remuneration of the auditor (if any) shall be delegated to the Council in general meeting.

51 MEANS OF COMMUNICATION TO BE USED

51.1 Anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the [Companies Act 2006](#) provides for Documents or information which are authorised or required by any provision of

that Act to be sent or supplied by or to the Association.

51.2 Any notice or Document to be sent or supplied to a Council member in connection with the taking of decisions by the Council may also be sent or supplied by the means by which that Council member has asked to be sent or supplied with such notices or Documents for the time being.

51.3 A Council member may agree with the Association that notices or Documents sent to that Council member in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

51.4 Subject to the previous two Articles, anything sent or supplied by the Association shall be deemed served on, received or delivered to the intended recipient:

51.4.1 if sent by post to an address in the UK at the expiration of 24 hours after it was posted (and for this purpose it will be sufficient to prove it was properly addressed, pre-paid and put in the post);

51.4.2 if sent by airmail to an address outside the UK, at the expiration of 48 hours after it was posted (and for this purpose it will be sufficient to prove it was properly addressed, pre-paid and put in the post);

51.4.3 if delivered by hand when it was left at the appropriate address;

51.4.4 if properly addressed and sent in Electronic Form at the time the Document or information was sent or supplied (provided that no automatic delivery failure notice is received by the sender); and

51.4.5 where made available on a website, when it was first made available on the website or (if later) when the intended recipient received notice of the fact that the information was available on the website.

52 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

52.1 Except as provided by law or authorised by the Council or an Ordinary Resolution of the Association, no person is entitled to inspect any of the Association's accounting or other records or Documents merely by virtue of being a member or statutory member.

53 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

- 53.1 The Council may decide to make provision for the benefit of persons employed or formerly employed by the Association or any of its Subsidiaries (other than a Council member or former Council member or shadow Council member) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Association or that Subsidiary.

COUNCIL MEMBERS' INDEMNITY AND INSURANCE

54 INDEMNITY

- 54.1 Subject to Article 54.2, a relevant member of the Council of the Association or an associated company may be indemnified out of the Association's assets against:
- 54.1.1 any liability incurred by that Council member in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company;
 - 54.1.2 any liability incurred by that Council member in connection with the activities of the Association or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in [section 235\(6\) of the Companies Act 2006](#)); or
 - 54.1.3 any other liability incurred by that Council member as an officer of the Association or an associated company.
- 54.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- 54.3 In this Article:
- 54.3.1 companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate; and
 - 54.3.2 a relevant Council member means any Council member or former Council member of the Association or an associated company.

55 INSURANCE

- 55.1 The Council may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant Council member in respect of any relevant loss.

- 55.2 In this Article:
- 55.2.1 a relevant Council member means any Council member or former Council member of the Association or an associated company;
- 55.2.2 a relevant loss means any loss or liability which has been or shall be incurred by a relevant Council member in connection with that Council member's duties or powers in relation to the Association, any associated company, any pension fund of the Association or associated company, or any employees' share scheme of any associated company; and
- 55.2.3 companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate.

RULES AND BY-LAWS

56 RULES AND BY-LAWS

- 56.1 The Council may from time to time, with the consent of at least 75% of all Council members then in office (who are entitled to vote at a duly constituted and convened Council meeting), make (and vary) such rules or by-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association (whether with or without prior consultation with the statutory members), including (without limitation) for the purposes of prescribing (a) classes of and conditions of membership and (b) the rights, privileges and obligations of membership, whether statutory membership or otherwise. The statutory members shall have power by Special Resolution to alter, add to or repeal any such rules or by-laws and the Council shall adopt such means as they think sufficient to bring to the notice of the statutory members all such rules or by-laws, which shall be binding on all members.
- 56.2 No rules, regulations or by-laws made by the Association shall invalidate any prior acts of the Council which were valid prior to such rules, regulations or by-laws being made.