

Company number: 2553435

THE COMPANIES ACT 2006

**PRIVATE COMPANY LIMITED
BY GUARANTEE**

BY-LAWS

of

ASSOCIATION OF BUSINESS RECOVERY PROFESSIONALS

(the “Association”)

Adopted on 30 September 2024

pursuant to a resolution of the Council dated 4 September 2024

following an extraordinary general meeting of the Association

held on 30 September 2024

BY-LAWS

INDEX

1	Purpose	3
2	Defined Terms And Interpretation	3
3	By-Laws	4
4	Agreement	4
5	Membership Admission Procedure	5
6	Classes And Types Of Member Of The Association	8
7	Individual Members – Full Members, New Professional Members And Fellow Members	9
8	Honorary Members	10
9	R3 Corporate Membership Scheme	10
10	Associate Members	10
11	Entrance Fees And Subscriptions	11
12	Membership Rights	11
13	Council Members	12
14	The President, The Vice-President And The Deputy Vice-President	16
15	Relationship With Articles	18

1 PURPOSE

These are the By-Laws of the Association of Business Recovery Professionals made pursuant to Article 56 of the Association's Articles.

2 DEFINED TERMS AND INTERPRETATION

2.1 Save as set out in this paragraph, definitions and interpretation provisions in the Articles apply to these By-Laws.

2.2 The following definitions shall in addition apply to these By-Laws:

Articles	means the articles of association of the Association as adopted or as from time to time altered;
Associate Member	an individual designated as an Associate Member in 2024 or before, as further described at paragraph 10.1 below;
Fellow Member	an individual becoming a member of the Association in accordance with the eligibility criteria set out at paragraph 7.3 below;
Full Member	an individual becoming a member of the Association in accordance with the eligibility criteria set out at paragraph 7.1 below;
Honorary Member	an individual becoming a member of the Association in accordance with the eligibility criteria set out at paragraph 8 below;
Immediate Past President	the individual who completed their term of office as President of the Association at the previous annual general meeting;
Membership Committee	means the committee of the Council, constituted under Article 12 of the Articles to deal with all aspects of membership, including (amongst other matters) to provide leadership in the development of R3's membership, to engage with prospective and existing members, to review certain membership applications, to make recommendations to the Council for approval of such applications, to (where necessary) address disciplinary issues across the membership, and to communicate feedback from members at wider meetings and Council meetings;
Membership Team	the R3 staff, that (amongst other matters) receive and review certain membership applications, and admit certain categories of members;
New Professional Council Representative	a New Professional Member appointed to be a Co-Opted Council member in accordance with paragraph 13.11;

New Professional Member	an individual becoming a member of the Association in accordance with the eligibility criteria set out at paragraph 7.2 below;
Past Presidents	individuals who have completed a term of office as President of the Association;
R3 Corporate Membership Scheme	the contractual membership scheme operated by the Association with organisations who employ individuals who are involved or interested in the restructuring, insolvency and turnaround profession.

2.3 A reference to a statute or statutory provision is a reference to it as amended, extended or re-enacted from time to time provided that, as between the Council and members, no such amendment, extension or re-enactment made after the date of these By-Laws shall apply for the purposes of these By-Laws to the extent that it would impose any new or extended obligation, liability or restriction on, or otherwise adversely affect the rights of, any member or Council member.

2.4 A reference to a statute or statutory provision shall include all subordinate legislation made from time to time under that statute or statutory provision.

2.5 In these By-Laws words importing the singular number or the masculine gender only include more persons, parties, organisations or things of the same kind than one and females as well as males and the converse.

2.6 Any other word or phrase in these By-Laws of the Association will have the meaning and scope given to it from time to time by resolution of the Council.

3 BY-LAWS

3.1 These By-Laws may only be amended 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).

3.2 In accordance with Article 12.4, the Council may not delegate to any committee any of its powers or discretions to amend these By-Laws or create new By-Laws (or equivalent).

4 AGREEMENT

4.1 All members by their application for membership or by the continuance of their membership agree or will agree, and will be deemed to agree, with the Association to be bound by the terms of these By-Laws of the Association and all interpretations and determinations by the Council in connection therewith and all acts and things done thereunder.

5 MEMBERSHIP ADMISSION PROCEDURE

- 5.1 Every application for any class of membership of the Association (other than (i) Honorary Membership or (ii) membership via the R3 Corporate Membership Scheme) shall be in such form as the Council (or any committee to which authority to do so has been delegated in accordance with Article 12) in its discretion shall, either generally or in relation to any particular case or class, from time to time prescribe. Every such application shall be deemed to include a warranty (as a condition of membership) that the contents of the application are true and an undertaking by the applicant that, if admitted to membership, they will be bound by, these By-Laws, the Articles and any other rules and regulations of the Association for the time being in force.
- 5.2 All applications for membership shall be made in writing duly executed by the applicant and shall, where applicable, include details of the applicant's firm and the class of membership for which the applicant applies.
- 5.3 All applicants (other than applicants applying for membership via the R3 Corporate Membership Scheme) will be required to self-declare in their application that they meet and will continue to meet throughout their membership the "fit and proper" test – that they have not brought the restructuring, turnaround and insolvency profession into disrepute and will not do so in the future.
- 5.4 **New Professional Members**
- 5.4.1 Applications for New Professional Membership will be made to the Membership Team. All applicants for New Professional Membership will be required to self-declare in their application that they meet the criteria for New Professional Membership.
- 5.4.2 The Membership Team shall submit a list of all eligible applicants for New Professional Membership to the Membership Committee.
- 5.4.3 Applicants deemed eligible for New Professional Membership by the Membership Team will be advised that they are being admitted into membership whilst awaiting confirmation by the Membership Committee, and the Association's register of members shall accordingly be amended to include such newly admitted New Professional Members.
- 5.4.4 The Membership Committee will, in its meetings from time to time, consider such applications and will, save where the Membership Committee is unsure about an applicant's eligibility, confirm approval of such applications. Any applicants so approved shall forthwith be confirmed as being admitted as New Professional Members.
- 5.4.5 Where the Membership Committee is unsure about whether an applicant for New Professional Membership is eligible, such application shall be referred by the Membership Committee to the Council and the Council shall, at its next meeting, pass a resolution either approving or rejecting such applications. Any applicants so approved shall forthwith be confirmed as

being admitted as New Professional Members. Any applicants rejected shall forthwith be advised by the Membership Team that they have been rejected, with the reasons given, and the Association's register of members shall accordingly be amended to delete such previously admitted New Professional Members.

- 5.4.6 The Membership Team will invite New Professional Members to upgrade their membership to Full Member after four years of being a New Professional Member (whether consecutive or not).

5.5 Full Members

- 5.5.1 Applications for Full Membership will be made to the Membership Team. All applicants for Full Membership will be required to self-declare in their application that they meet the criteria for Full Membership; and

- (a) they meet and will continue to meet the "fit and proper" test – that they have not brought the restructuring, turnaround and insolvency profession into disrepute and will not do so in the future.

- 5.5.2 Applicants deemed eligible for Full Membership by the Membership Team shall forthwith be admitted as Full Members of the Association, and the Association's register of members shall accordingly be amended to include such newly admitted Full Members.

- 5.5.3 Where the Membership Team has questions regarding an application, such application shall be referred by the Membership Team to the Council and the Council shall, at its next meeting, pass a resolution either approving or rejecting such applications. Any applicants so approved shall forthwith be admitted as Full Members, and the Association's register of members shall accordingly be amended to include such newly admitted Full Members.

- 5.5.4 On being admitted, every Full Member will be required to commit to maintaining standards and promoting both the insolvency and restructuring profession generally and the Association's Objects (as set out in the Articles).

5.6 Fellow Members

- 5.6.1 Applications for Fellow Membership will be made to the Membership Committee via the Membership Team. All applicants for Fellow Membership will be required to provide evidence of eligibility supporting their application.

- 5.6.2 The Membership Committee will, in its meetings from time to time, review the applications for Fellow Membership made to it and will make recommendations to the Council for approval or rejection of such applications.

- 5.6.3 The Council shall, at its next meeting, pass a resolution either approving or rejecting of such applications. Any applicants so approved shall forthwith be granted Fellow Member status, and if the relevant applicant is not already a

member and/or on the Association's register of members, the register shall accordingly be amended to include such newly admitted Fellow Member.

5.7 Past President (PP) Honorary Members

- 5.7.1 The Council shall, at its meeting closest in time to the annual general meeting, admit the previous year's Immediate Past President as a PP Honorary Member. If the Immediate Past President is not already a member and/or on the Association's register of members, the register shall accordingly be amended to include such newly admitted PP Honorary Member.

5.8 Other Honorary Members

- 5.8.1 Nominations for Honorary Membership (other than PP Honorary Membership) will be made to the Membership Committee via the Membership Team.
- 5.8.2 The Membership Committee will, in its meetings from time to time, review the nominations for Honorary Membership made to it and will make recommendations to the Council for approval or rejection of such nominations.
- 5.8.3 The Council shall, at its next meeting, pass a resolution either approving or rejecting such nominations, and in the case of approved nominations, decide whether such individual shall be granted Honorary Membership for life, or such other shorter time period as deemed appropriate by the Council in its absolute discretion. Approval of a majority of at least 75% of the Council members of those present and entitled to vote at a duly constituted and convened Council meeting attended by not less than two thirds of the Council members for the time being is required to pass such resolutions. Any such resolution shall be effective notwithstanding that the individual in question may be ineligible for any other class of membership of the Association.

5.9 R3 Corporate Membership Scheme

- 5.9.1 Organisations wishing to join the R3 Corporate Membership Scheme will nominate a representative from their organisation to liaise with the Membership Team. That representative shall confirm that the organisation meets the eligibility criteria for the R3 Corporate Membership Scheme and shall submit to the Membership Team a list of their employees, along with contact details, who are eligible to be New Professional Members, Full Members or Fellow Members.
- 5.9.2 Subject to paragraph 5.9.5, such employees eligible to be Full Members or New Professional Members will forthwith be admitted as such, without the need for such individuals to submit an individual application, or for the Membership Team, Membership Committee and/or Council to approve such individual memberships. The Association's register of members shall be

amended to reflect the appointment of any Full Members or New Professional Members (that are not already a member of the Association or on the register of members) that are appointed as such by virtue of their employer being a member of the R3 Corporate Membership Scheme.

- 5.9.3 Such employees eligible to be Fellow Members will (save where such employees are already Fellow Members before their employer becomes a member of the R3 Corporate Membership Scheme) need to make an individual application for Fellow membership, which will be dealt with by the Association in accordance with paragraph 5.6 above.
- 5.9.4 The organisation will enter into a contract with the Association governing the organisation's membership of the R3 Corporate Membership Scheme. Entry into this contract will be handled by the representative of the organisation and the Membership Team.
- 5.9.5 Organisations that are members of the R3 Corporate Membership Scheme will be required to warrant, as part of their contract with the Association that governs such membership, that all of their employees who have New Professional, Full or Fellow individual membership of the Association, by virtue of the organisation being a member of the R3 Corporate Membership Scheme, meet and will continue to meet the "fit and proper" test – that they have not brought the restructuring, turnaround and insolvency profession into disrepute and will not do so in the future.
- 5.9.6 If at any time an organisation's membership of the R3 Corporate Membership Scheme is terminated for any reason, including where the relevant organisation decides to withdraw from the scheme, the individual employees of that organisation subject to the R3 Corporate Membership Scheme will, provided all relevant membership fees and payments have already been paid and subject to the Council determining otherwise, remain as members for the remainder of that membership year. Subsequently, should such individuals wish to remain a member of the Association, the relevant individual will be invited to renew by the Membership Team for the relevant category of membership individually, including giving such warranties and declarations on their own behalf, in line with the above paragraphs of this paragraph 5. The Council shall be entitled, at any time after the organisation's termination of membership, to require any continuing individual members to submit to the Association any other information reasonably requested by the Council to determine that member's continued eligibility for the relevant category of member.

6 CLASSES AND TYPES OF MEMBER OF THE ASSOCIATION

- 6.1 The Association shall have the following classes of membership, and the New Professional Members, Full Members, Fellow Members and PP Honorary Members shall together be the Association's statutory members (for the purposes of the Companies Acts):

- 6.1.1 Full Members (covering both independent, individual applicants and those that join as Full Members via their employer being a member of the R3 Corporate Membership Scheme);
 - 6.1.2 New Professional Members (covering both independent, individual applicants and those that join as New Professional Members via their employer being a member of the R3 Corporate Membership Scheme);
 - 6.1.3 Fellow Members (covering both independent, individual applicants and those that join as Fellow Members via their employer being a member of the R3 Corporate Membership Scheme); and
 - 6.1.4 PP Honorary Members.
- 6.2 The Association also has other Honorary Members as approved by the Council per paragraph 8.1.1 who are not classed as statutory members.
- 6.3 The Association also operates the R3 Corporate Membership Scheme and has, for years prior to 2025 only, Associate Members.
- 6.4 The Council has discretion to introduce and establish new categories of membership and prescribe and vary the rights, privileges and obligations of any existing or future category of membership.
- 7 INDIVIDUAL MEMBERS – FULL MEMBERS, NEW PROFESSIONAL MEMBERS AND FELLOW MEMBERS**
- 7.1 An individual shall be eligible to become a Full Member if they:
- 7.1.1 complete the application process set out in paragraph 5.5; or
 - 7.1.2 have been a New Professional Member for four years (whether consecutive or not).
- 7.2 An individual shall be eligible to become a New Professional Member if they:
- 7.2.1 have under four years' experience within the insolvency and restructuring profession; and
 - 7.2.2 have been a New Professional Member for less than four years, whether consecutive or not (four years being the maximum length of time an individual can be a New Professional Member).
- 7.3 An individual shall be eligible to become a Fellow Member:
- 7.3.1 if they are a Fellow Member prior to the adoption of these By-Laws; or
 - 7.3.2 if they demonstrate contribution to the Association and/or the insolvency and restructuring profession, either because they:
 - (a) have been a Full Member for ten or more consecutive years; or

- (b) have been a Full Member for five or more consecutive years and they demonstrate active participation in the work of the Council or a national or regional committee for a period of at least two consecutive years, as is confirmed by the Council chair and/or relevant committee chair (as applicable); or

7.3.3 as the Council may otherwise from time to time decide.

8 HONORARY MEMBERS

8.1 An individual shall:

8.1.1 be eligible to be nominated as an Honorary Member if they demonstrate significant contribution to the Association and/or the insolvency and restructuring profession, for example because:

- (a) they hold a leadership position with their firm;
- (b) of the longevity of their involvement in the insolvency and restructuring profession;
- (c) of the scale and significance of work they have undertaken; and/or
- (d) they hold positions with other bodies related to the insolvency and restructuring profession in the UK and/or internationally; and/or

8.1.2 become an Honorary Member, where the individual is the Immediate Past President, at the end of the year in which they are the Immediate Past President (**PP Honorary Member**).

9 R3 CORPORATE MEMBERSHIP SCHEME

9.1 An organisation shall be eligible to become a member of the R3 Corporate Membership Scheme as the Council may otherwise from time to time decide.

9.2 Where an individual becomes a New Professional Member, Full Member or Fellow Member as a result of their employer becoming a member of the R3 Corporate Membership Scheme, that individual shall have the same rights, privileges and benefits as if that individual had joined the Association directly as a New Professional Member, Full Member or Fellow Member (as applicable).

9.3 An individual shall not be prohibited from applying to become a Fellow Member or being nominated and elected as an Honorary Member as a result of their membership of the Association being through the R3 Corporate Membership Scheme.

10 ASSOCIATE MEMBERS

10.1 Associate membership is a historic category of member from 2024 and earlier. Associate Members for these years are individuals that did not qualify for another category of membership and:

- 10.1.1 had an interest in insolvency administration and/or turnaround; or
 - 10.1.2 were otherwise designated as Associate Members by a decision of the Council from time to time.
- 10.2 From 31 December 2024, Associate membership in its current form will be withdrawn. All current Associate Members at that time will be invited by the Membership Team to renew as Full Members of the Association.

11 ENTRANCE FEES AND SUBSCRIPTIONS

11.1 Unless otherwise determined by the Council:

- 11.1.1 all entrance fees shall be payable on admission as a member; and
 - 11.1.2 all annual subscriptions shall be payable:
 - (a) in respect of a subscription year commencing on 1st January in each year and ending on the following 31st December; and
 - (b) in advance at the commencement of the relevant subscription year.
- 11.2 The Council may differentiate between the various classes and types of members in the amounts of charges payable as entrance fees or annual or period subscription fees by such class or type of member.
- 11.3 Where a member of any class of the Association is suspended from rights of membership of the Association in accordance with the Articles and these By-Laws, such member shall not be bound to pay any annual subscription in respect of a subscription year which falls wholly within the period of such suspension, but shall be liable to pay the full annual subscription (applicable to that member's class of membership), in respect of the subscription year in which their suspension expires.

12 MEMBERSHIP RIGHTS

General

- 12.1 The Council may differentiate between the various classes and types of members in respect to their membership rights, privileges and obligations, including the amounts of charges payable by the relevant member for access to certain membership rights, including (without limitation) for access to the Association's facilities, information and literature.
- 12.2 Council shall be entitled to remove a member's access to certain membership rights, including (without limitation) to participate in any of the facilities provided by the Association, if and for so long as any sums payable by that member to the Association by way of annual or periodic subscription, entrance fee, or other indebtedness remains more than two months in arrears.

Voting

12.3 Subject to any restrictions in these By-Laws and/or the Articles including under paragraph 12.4 below:

12.3.1 every New Professional Member, Full Member, Fellow Member and PP Honorary Member shall have the following voting rights on a written resolution or resolution to be passed at a general meeting of the Association (whether on a show of hands or on a poll):

- (a) the right to receive notice of, to attend and to speak at, every general meeting of the Association; and
- (b) the right to vote on any resolution or written resolution of the Association such that each Full Member, Fellow Member and Honorary Member:
 - (i) that is present in person or by proxy at a general meeting of the Association shall (in that capacity) be entitled to one vote; and
 - (ii) shall be entitled to one vote in respect of any written resolution of the Association; and

12.3.2 every Honorary Member (other than PP Honorary Members) and Associate Member shall have no voting rights on a written resolution or resolution to be passed at a general meeting, nor any rights to receive notice of, to attend nor to speak at any general meeting of the Association nor to receive a copy of any written resolution of the Association.

12.4 Save where Council otherwise determine, no member who is at least two months in arrears with any sum payable by them to the Association (whether by way of entrance fee, period or annual subscription or otherwise) shall be entitled to vote at any general meeting or on any written resolution of the Association.

13 COUNCIL MEMBERS

Eligibility, nomination and appointment

13.1 Any Full Member or Fellow Member is eligible (subject to the remaining provisions of these By-Laws) to be appointed as a Council member, provided they have no outstanding fees or other payments owing to the Association.

13.2 The General Secretary shall, in advance of each annual general meeting, give notice to the Full Members and Fellow Members (then entitled to attend and vote at general meetings) of any Council member vacancies and invite such members to make nominations for such positions. Such members may nominate one or more candidates (which may include themselves) for Council membership for election at any annual general meeting up to a maximum equal to the number of vacancies.

13.3 No individual shall be eligible for election or re-election to the Council unless either:

- 13.3.1 notice in writing by any one or more Full Members or Fellow Members (each of whom, as at the date of the giving of such notice, is entitled to vote at general meetings of the Association) nominating that individual for election or re-election (and accompanied by that candidate's consent in writing to be so nominated) shall have been given to the General Secretary by such date prior to the relevant annual general meeting as the General Secretary may by notice require; or
- 13.3.2 that individual is recommended for election by the Council if the number of nominees by the Full Members and Fellow Members under paragraphs 13.2 and 13.3.1, and after decisions under paragraph 13.4 are made, is insufficient to fill all vacancies on the Council. The Council may restrict itself from recommending an individual for election under this paragraph where there are:
- (a) already at least two members on the Council who work for the same firm as the relevant individual; or
 - (b) already at least two other Council member candidates who work for the same firm as the relevant individual.
- 13.4 The Council is permitted, in its absolute discretion, to require a Council member candidate to withdraw as a candidate where there are:
- 13.4.1 already at least two members on the Council who work for the same firm as the relevant candidate; or
- 13.4.2 at least two other Council member candidates in that election cycle who work for the same firm as the relevant candidate,
- and any Council members working for the same firm as the candidate in question shall not take part in, or otherwise be counted in the quorum for voting or decision-making purposes, in respect of the relevant Council decision requiring the relevant candidate to withdraw.
- 13.5 Eligibility (other members):**
- 13.5.1 The Immediate Past President shall not be eligible for re-election as a member of the Council at the annual general meeting at which they terminate office as President, however the Immediate Past President may still be appointed by the Council under the co-option provisions at paragraph 13.11 below (as a Co-Opted Council member) or Article 17.3.2 (as a Council member appointed by Ordinary Resolution of the statutory members).
- 13.5.2 PP Honorary Members shall not be eligible for election as a Council member at an annual general meeting or to be appointed under the co-option provisions included in these By-Laws.
- 13.5.3 Other Honorary Members shall not be eligible for election as a member of the Council at an annual general meeting but may still be appointed by the

Council under the co-option provisions at paragraph 13.11 below (as a Co-Opted Council member) or Article 17.3.2 (as a Council member appointed by Ordinary Resolution of the statutory members).

- 13.5.4 Any Council member that has retired after nine years on Council (or ten years in the case of Past Presidents) in accordance with paragraphs 13.5.5 and 13.15.3 shall also not be eligible for re-election otherwise than in accordance with the co-option provisions at paragraph 13.11 below (as a Co-Opted Council member) or Article 17.3.2 (as a Council member appointed by Ordinary Resolution of the statutory members).
- 13.5.5 A Council member who has retired in accordance with paragraph 13.15.3 may be eligible for re-election for a further two terms of three years, such that a Council member shall only be permitted to be a Council member for a total of nine years, other than a Council member that is elected as President who may be a Council member for a further year, as Immediate Past President (totalling ten years).
- 13.6 If the number of candidates recommended or nominated for election in accordance with paragraphs 13.2, 13.3 and 13.4 does not exceed the number of vacancies to be filled and the election of all those candidates would not exceed the maximum number of members of the Council (excluding the New Professional Council Representative appointed pursuant to paragraph 13.11) those candidates shall be declared by the President at the relevant annual general meeting to be elected as members of the Council. Their election shall take effect immediately upon the conclusion of that annual general meeting.
- 13.7 If more candidates are nominated for election to the Council under paragraphs 13.2 and 13.3, and after any decisions under paragraph 13.4 are made, than the number of vacancies (excluding the New Professional Council Representative appointed pursuant to paragraph 13.11) to be filled or the election of all the nominated candidates would result in the number of members of the Council exceeding the maximum determined in accordance with the Articles, the statutory members (then entitled to attend and vote at general meetings) shall be invited to indicate their preference for the respective candidates by postal or electronic ballot. Ballot papers for any postal or electronic ballot shall be sent to those statutory members then entitled to attend and vote at general meetings not less than two weeks before the date of the relevant annual general meeting. The members of the Council elected by any postal or electronic ballot carried out in accordance with this Article shall be:
- 13.7.1 first the candidate who received the greatest number of votes on any such postal or electronic ballot;
- 13.7.2 secondly, the number who received the next greatest number, and
- so on in descending order until the number of vacancies for members of the Council (excluding the New Professional Council Representative appointed pursuant to paragraph 13.11) has been filled.

- 13.8 Each statutory member (then entitled to attend and vote at general meetings) shall have one vote on a postal or electronic ballot under paragraph 13.7 in respect of any vacancy on the Council from time to time.
- 13.9 The accidental omission to issue a ballot paper to, or the non-receipt of, a ballot paper by, any statutory member entitled to receive the same shall not invalidate any postal or electronic ballot nor the result of any election declared on the basis of it.
- 13.10 The result of any postal or electronic ballot carried out in accordance with paragraph 13.7, as declared by the President at any annual general meeting of the Association shall be conclusive for the purposes of determining who shall be elected members of the Council at that annual general meeting. Their election shall take effect immediately upon the conclusion of the relevant annual general meeting.
- 13.11 **Co-Option**
- 13.11.1 Subject to paragraph 13.12, if the number of the members of the Council shall for any reason at any time total less than the minimum permitted by the Articles, the Council may appoint any individual (qualified in accordance with the Articles and these By-Laws) to fill any vacancy in its members so existing, provided that where there are no practising, licensed insolvency practitioners on the Council, the individual so appointed must be a practising, licensed insolvency practitioner. Any Council member so appointed shall hold office only until the next annual general meeting, when that Council member shall retire.
- 13.11.2 If the number of Council members is at any time equal to the maximum number permitted by the Articles and no such Council members are practising, licensed insolvency practitioners, the Council may appoint a practising, licensed insolvency practitioner as a Co-Opted Council member (in which case the Articles specify that the maximum number of Council members shall be increased by one to accommodate such Co-Opted Council member that is a practising, licensed insolvency practitioner). If necessary, the permitted number of Co-Opted Council members under paragraph 13.12 shall also be increased by one to accommodate such Co-Opted Council member that is a practising, licensed insolvency practitioner. Any Council member so appointed shall hold office only until the next annual general meeting, when that Council member shall retire.
- 13.11.3 The Council may also appoint the New Professional Member who is the chair of the New Professional Steering Group (provided they have consented to acting in this capacity) as a representative on the Council (who will be a Co-Opted Council member) (the **New Professional Council Representative**). Such New Professional Council Representative shall only hold office until the next annual general meeting, when they shall retire.

The Council may, following the process set out above, re-appoint any member of the Council previously co-opted as a Council member under this paragraph 13.11.

- 13.12 Subject to paragraph 13.11.2, the Council may only have seven Co-Opted Council members at any one time. If this restriction means that the Council shall have at any time less than the minimum number of Council members permitted by the Articles, the Council shall call a general meeting of the members requiring the statutory members to appoint enough further Council members to meet the minimum number of Council members permitted by the Articles by way of Ordinary Resolution passed in accordance with Article 17.3.2.
- 13.13 The provisions of Article 24 shall apply equally in relation to any individual appointed pursuant to the co-option provisions at paragraph 13.11.

Retirement and termination

- 13.14 In addition to the termination provisions set out in the Articles, the following provisions shall apply with respect to the retirement and termination of Council members.
- 13.15 The following members of the Council for the time being shall retire at (and with effect from the end of) every annual general meeting of the Association:
- 13.15.1 the Immediate Past President;
- 13.15.2 those members of the Council appointed pursuant to the co-option provisions at paragraphs 13.11 above (Co-Opted Council member) or Article 17.3.2 (Council member appointed by Ordinary Resolution of the statutory members); and
- 13.15.3 any Council member that has been a Council member for three years.
- 13.16 In accordance with paragraph 13.15.2, any individual appointed as a Council member by Ordinary Resolution in accordance with Article 17.3.2 shall retain office only until the next annual general meeting of the Association, when that Council member shall retire, but shall be eligible for re-election as a member of the Council at that or any subsequent annual general meeting.

14 THE PRESIDENT, THE VICE-PRESIDENT AND THE DEPUTY VICE-PRESIDENT

- 14.1 At each meeting of the Council which determines the time and place of an annual general meeting, the Council shall choose, from amongst those of the Council members for the time being who are not Council members appointed pursuant to the co-option provisions at paragraphs 13.11 above (Co-Opted Council member) or Article 17.3.2 (Council member appointed by Ordinary Resolution of the statutory members), two individuals (the 'President-elect' and the 'Vice-President-elect') and, optionally, a third individual as the 'Deputy Vice-President-elect', to assume office as the President, the Vice-President and (optionally) the Deputy Vice-President respectively at the conclusion of the annual general meeting in question.
- 14.2 Neither the President nor Vice-President shall be eligible to be chosen as President-elect or Vice-President-elect if they are holding office as President or Vice-President (as applicable) pursuant to an appointment made under paragraph 14.7 or 14.8.

- 14.3 The President, the Vice-President and the Deputy Vice-President shall, as the case may be, cease to hold office as such if, by notice in writing to the General Secretary, they resign such office, or if they cease for any reason to be a member of the Council.
- 14.4 Every President, Vice-President and Deputy Vice-President, after assuming their office as such (whether following appointment under paragraph 14.1, 14.7 to 14.9), shall continue to hold office until the conclusion of the next following annual general meeting, when the President-elect, the Vice-President-elect and/or the Deputy Vice-President-elect, chosen in accordance with paragraph 14.1 shall assume office as the President, Vice-President or Deputy Vice-President as applicable.
- 14.5 The Council may delegate to the President any (but not all) of its powers as it considers desirable to be exercised by the President, including, without limitation, the power to manage, in consultation with the Council, the business of the Association on a day to day basis and to instruct employees and agents to assist the President in the performance of their functions.
- 14.6 The Vice-President and Deputy Vice-President shall assist the President in the performance of the President's duties and carry out such other functions as the Council may from time-to-time delegate to the Vice-President and Deputy Vice-President, as applicable.
- 14.7 If a casual vacancy shall at any time occur in the office of President for any reason then the Vice-President shall become the President, and if appointed, the Deputy Vice-President shall become the Vice-President and the Council may optionally appoint one of the members of the Council (who is not a Council member appointed pursuant to the co-option provisions at paragraphs 13.11 above (Co-Opted Council member) or Article 17.3.2 (Council member appointed by Ordinary Resolution of the statutory members)), to fill the office of Deputy Vice-President. If no Deputy Vice-President is appointed at such time, then the Council may appoint one of its Council members (who is not a Council member appointed pursuant to the co-option provisions at paragraphs 13.11 above (Co-Opted Council member) or Article 17.3.2 (Council member appointed by Ordinary Resolution of the statutory members)) to fill the office of Vice-President.
- 14.8 If a casual vacancy shall at any time occur in the office of Vice-President for any reason then the Deputy Vice-President (if appointed) shall become the Vice-President and the Council may optionally appoint one of the members of the Council (who is not a Council member appointed pursuant to the co-option provisions at paragraphs 13.11 above (Co-Opted Council member) or Article 17.3.2 (Council member appointed by Ordinary Resolution of the statutory members)), to fill the office of Deputy Vice-President. If no Deputy Vice-President is appointed at such time, then the Council may appoint one of its Council members (who is not a Council member appointed pursuant to the co-option provisions at paragraphs 13.11 above (Co-Opted Council member) or Article 17.3.2 (Council member appointed by Ordinary Resolution of the statutory members)) to fill the office of Vice-President.
- 14.9 The Council shall optionally have a Deputy Vice-President. Accordingly if a casual vacancy occurs at any time in the office of Deputy Vice-President, or no Deputy Vice-

President is elected in a given year in accordance with paragraph 14.1, the Council may (at its discretion) choose to appoint a Deputy Vice-President at any of its meetings or wait to appoint a Deputy Vice-President at the next meeting of the type described in paragraph 14.1.

15 RELATIONSHIP WITH ARTICLES

- 15.1 If there is an inconsistency between any of the provisions of these By-Laws and the provisions of the Articles, the provisions of the Articles shall prevail.
- 15.2 Amendments to the Articles may only be proposed to the statutory members by way of a majority decision of all Council members then in office (who are entitled to vote at a duly constituted and convened Council meeting).
- 15.3 The Council may not delegate to any committee any of its powers or discretions to propose amendments to the Articles to the statutory members.