

Companies Act 2006

MEMORANDUM OF ASSOCIATION FOR A COMPANY NOT HAVING A SHARE CAPITAL

THE TUTORS' ASSOCIATION

1. The name of the Company is "The Tutors' Association"
2. The registered office of the Company is in England.
3. The objects for which the Company is established are: -
 - 1) To promote best practice in Tutoring for the benefit of members, students and the public and to advance and disseminate knowledge to members belonging to the profession and to those who are subsidiary to it.
 - 2) To commission, promote and expand the horizon of knowledge and research in tutoring and to maintain and improve standards of conduct and competence within the profession.
 - 3) To develop a membership body of individuals and corporate members whose interests are in tutoring and tutoring management.
 - 4) To develop codes of conduct, practice and ethics for the profession to operate under.
 - 5) To provide means of assessing knowledge, skill and experience of the principles and practice of tutoring and to organise educational and certification programs, courses and examinations in tutoring and other appropriate topics and, subject to any law, to award certificates, charters, degrees, diplomas and prizes as appropriate to successful examinees who pass such assessments and tests in such manner as the Board of Directors may determine from time to time.
 - 6) To assist students, including executives, in securing professional qualifications, designations and credentials and status, to secure professional recognition, relationships, exchange of knowledge and experience, with other professions, other occupations and the industry generally in the fields of tutoring and allied areas, research, technology and knowledge transfer, consultancy and related activities.
 - 7) To establish such consultative committees of the Company as the board shall determine for the benefit of members and to develop the tutoring profession

- 8) To promote and facilitate the dissemination and exchange of information on matters of professional interest among students and members and others by holding conferences, workshops, seminars, by publications, by electronic or other means, of periodicals, books, monographs or papers and by the promotion, compilation and publication of research studies.
- 9) To acquire by, purchase, lease, concessions, grants, licences or otherwise such businesses options, rights, privileges, lands, buildings, leases, underleases, and other property rights and interests in property as the Company shall deem fit and generally to hold, manage, develop, lease sell or dispose of the same; and to vary any of the investments of the Company, construct, reconstruct, alter, improve, decorate, furnish, and maintain offices, houses, flats, apartments, service suites, hotels, shops, factories, warehouses, buildings, garages, works and conveniences of all kinds, to consolidate or connect or subdivide properties and to lease or otherwise dispose of the same, and to advance money to enter into contracts with builders, tenants and others and generally to finance building operations of every description; and to manage any land, woodland, agricultural land, farms and farming, estate management, buildings or other property as aforesaid, whether belonging to the Company or not, and to collect rents and income.
- 10) To carry on any other trade or business or e-business, whatever, which can in the opinion of the Board of Directors be advantageously carried on in connection with or ancillary to any of the businesses of the Company.
- 11) To purchase or by any other means acquire and take options over any property whatever, and any rights or privileges of any kind or in respect of any property.
- 12) To apply for, register, purchase, or by other means acquire and project, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trademarks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Company may acquire or propose to acquire.
- 13) To acquire or undertake the whole or any part of the business, goodwill, and assets of any person, firm, or company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- 14) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company.

- 15) To invest and deal with the moneys of the Company not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- 16) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company) to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- 17) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Company's property or assets (whether present or future), including its uncalled capital, and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Company of any obligation or liability it may undertake or which may become binding on it.
- 18) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- 19) To apply for, promote, and obtain any Act of Parliament, order, or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect, or for effecting any modification of the Company's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- 20) To enter into any arrangements with any government or authority (supreme, municipal, local, or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights, privileges, and concessions.
- 21) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

- 22) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- 23) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Company, or of undertaking any business or operations which may appear likely to assist or benefit the Company or to enhance the value of any property or business of the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- 24) To sell or otherwise dispose of the whole or any part of the business or property of the Company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.
- 25) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.
- 26) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be thought expedient.
- 27) To distribute among the Members of the Company in kind any property of the Company of whatever nature.
- 28) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.
- 29) To support and subscribe such sums, as shall be determined by the Board to; any charitable or public objective, the Board shall determine, or any institution, society, or club; all the foregoing which may or may not be for the benefit of the Company or its Directors or employees, or may or may not be connected with any town or place where the Company carries on business.
- 30) To give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons.

- 31) To make payments towards general insurances, medical health insurance and such other insurances as may be determined from time to time; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- 32) To procure the Company to be registered or recognised in any part of the world.
- 33) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- 34) To do all such other things as may be deemed incidental or conducive to the attainment of the Company's objects or any of them.

AND so that: -

- a) None of the objects set forth in any sub-clause of the Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.
- b) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
- c) The word "Company" in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
- d) In this Clause the expression "the Act" means the Companies Act 2006, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force. We, the subscribers to this Memorandum of Association, wish to be formed into a Company under the Companies Act 2006 and agrees to become a member of the company

THE COMPANIES ACT 2006

ARTICLES OF ASSOCIATION OF

THE TUTORS' ASSOCIATION

A COMPANY LIMITED BY GUARANTEE
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PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

1.1 In the articles, unless the context requires otherwise

- (a) "Articles" means the company's articles of Association;
- (b) "Association President and Vice President" has the meaning in article 8;
- (c) "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;
- (d) "Board Regulations" means the regulations for the management of the Association created by the board of directors from time to time;
- (e) "Chairman" has the meaning given in article 16;
- (f) "Chairman of the meeting" has the meaning given in article 29;
- (g) "Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the company;
- (h) "Director" means a director of the company, and includes any person occupying the position of director, by whatever name called;
- (i) "Document" includes, unless otherwise specified, any document sent or supplied in electronic form;
- (j) "Electronic form" has the meaning given in section 1168 of the Companies Act 2006;
- (k) "Executive Directors" means a director of the company who undertakes executive activities as authorised by the board;
- (l) "Member" has the meaning given in section 112 of the Companies Act 2006 and in articles;
- (m) "Individual Members" are all Members having the membership grade of Associate or Member or Fellow;
- (n) "Ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;
- (o) "Participate", in relation to a directors' meeting, has the meaning given in article 10;
- (p) "Proxy notice" has the meaning given in article 35;

- (q) "Special resolution" has the meaning given in section 283 of the Companies Act 2006;
- (r) "Subsidiary" has the meaning given in section 1159 of the Companies Act 2006;
- (s) "The Membership" has the meaning of all those in Membership both individual and Corporate.
- (t) "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 company.

2. Members

- 2.1 There shall be four grades of membership of the company; Associate, Member; Fellow and Corporate Member. The voting system for the Association shall be one member one vote so that each of these members in this article shall be entitled to exercise one vote each in all general meetings, elections and matters pertaining to membership as determined by the board here shall be four grades of membership of the company; Associate, Member; Fellow and Corporate Member.
- 2.2 The board shall determine the entry criteria, rights and benefits for each grade of membership in board regulations.
- 2.3 Only members of the board shall be members of the company as defined by s112 of the Companies Act 2006.

3. Liability of members

- 3.1 The liability of each member defined in article 2.3 above is limited.
- 3.2 Every member of the company undertakes to contribute to the assets of the company in the event of the same being wound up while he is a member, or within one year after he or she ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors among themselves, such amount as may be required not exceeding £1 (one pound).
- 3.3 If upon the winding up or dissolution of the company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the company, but shall be given or transferred to some other institution or institutions having similar objects to that of the company, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on

the company under or by virtue of Clause 5 hereof, such institution or institutions to be determined by the members of the School at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable other similar object.

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

4. Directors' general authority

Subject to the articles, the directors are responsible for the management of the company's business, for which purpose they may exercise all the powers of the company.

5. Members' reserve power

- 5.1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action.
- 5.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

6. Directors may delegate

- 6.1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles;
 - (a) to such person or committee;
 - (b) by such means (including by power of attorney);
 - (c) to such an extent;
 - (d) in relation to such matters or territories;
 - (e) and on such terms and conditions as they think fit.
- 6.2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.
- 6.3 The directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 6.4 The directors may appoint a person as an Alternate Director to deputise for any director who is unable to attend board meetings. The person so appointed shall have the same responsibility, authority and liability as the other directors.

7. The Composition and Election of the Board

All matters relating to the composition of the board and the election procedures will be detailed within board regulations.

8. Election of Officers

The board shall elect from its own number such officers of the Association as it sees fit

9. Election Process

The Secretary of the Association shall chair the board for the purposes of conducting the election of officers. The election process will be contained in Board Regulations

10. Committees of the Board

10.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

10.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them. Such rules shall form part of the Board Regulations.

DECISION-MAKING BY DIRECTORS

11. Directors to take decisions collectively

11.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 12.

11.2 If,
(a) the company only has one director, and
(b) no provision of the articles requires it to have more than one director,

11.3 The general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

12. Unanimous decisions

12.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

12.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

12.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

12.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

13. Calling a directors' meeting

- 13.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary to give such notice.
- 13.2 Notice of any directors' meeting must indicate;
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that directors 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.
- 13.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 13.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days 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.

14. Participation in directors' meetings

- 14.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when
- a) the meeting has been called and takes place in accordance with the articles, and
 - b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 14.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 14.3 If all the directors 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.

15. Quorum for directors' meetings

- 15.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 15.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.

15.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision,

- a) to appoint further directors, or
- b) to call a general meeting so as to enable the members to appoint further directors.

16. Chairing of directors' meetings

The board may appoint one of its number to the chair the meetings of the directors.

17. Casting vote

17.1 If the numbers of votes for and against a proposal are equal, the elected President of the Association or in their absence another director chairing the meeting has a casting vote.

17.2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

18. Conflicts of interest

18.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.

18.2 But if article 18.3 applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.

18.3 This article applies when:

- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- (c) the director's conflict of interest arises from a permitted cause.

18.4 For the purposes of this article, the following are permitted causes:

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
- (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

- (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 18.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 18.6 Subject to article 18.7 below, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 18.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

19. Records of decisions to be kept

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the decision recorded, of every unanimous or majority decision taken by the directors.

20. Directors' discretion to make further rules

Subject to the articles, the directors 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 directors.

APPOINTMENT OF DIRECTORS

21. Methods of appointing directors

- 21.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director:
 - (a) By being elected to the board in accordance with article 7 above or,
 - (b) by ordinary resolution at a general meeting or,
 - (c) by a decision of the directors.
- 21.2 In any case where, as a result of death, the company has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.
- 21.3 For the purposes of article 21.2, where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

22. Termination of director's appointment

22.1 A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) they are removed by a resolution of the board;
- (c) they are removed by a resolution pursuant to s168 of the Companies Act 2006;
- (d) a bankruptcy order is made against that person;
- (e) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (f) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (g) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (h) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms.

23. Directors' remuneration

23.1 All board services rendered by the all the directors shall be honorary.

23.2 The Board may appoint such executive directors as it sees fit, their board services shall also be honorary but the board may determine their remuneration for other services rendered to the Association.

24. Directors' expenses

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at;

- (a) meetings of directors or committees of directors,
- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the company,
- (d) or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the company.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

25. Applications for membership of the Association

No person shall become a member of the company unless;

- (a) that person has completed an application for membership in a form approved by the directors, and
- (b) the directors have approved the application.

26. Termination of membership

- 26.1 A member may withdraw from membership of the company by giving 7 days' notice to the company in writing.
- 26.2 A member maybe removed by the board passing an ordinary resolution.
- 26.3 Membership is not transferable.
- 26.4 A person's membership terminates when that person dies or ceases to exist.

ORGANISATION OF GENERAL MEETINGS

27. Attendance and speaking at general meetings

- 27.1 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.
- 27.2 A person is able to exercise the right to vote at a general meeting when;
 - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) 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.
- 27.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 27.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 27.5 Two 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.

28. Quorum for general meetings

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

29. Chairing general meetings

29.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

29.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

- (a) the directors present, or
- (b) (if no directors are present), the meeting, must appoint a director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

29.3 The person chairing a meeting in accordance with this article is referred to as “the chairman of the meeting”.

30. Attendance and speaking by directors and non-members

30.1 Directors may attend and speak at general meetings, whether or not they are members.

30.2 The chairman of the meeting may permit other persons who are not members of the company to attend and speak at a general meeting.

31. Adjournment

31.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

31.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if;

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

31.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 31.4 When adjourning a general meeting, the chairman of the meeting must—
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
 - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 31.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given
- 31.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- (a) to the same persons to whom notice of the company's general meetings is required to be given, and;
 - (b) containing the same information which such notice is required to contain.

VOTING AT GENERAL MEETINGS

32. Voting: general

A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

33. Errors and disputes

- 33.1 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 be tendered, and every vote not disallowed at the meeting is valid.
- 33.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

34. Poll votes

- 34.1 A poll on a resolution may be demanded in advance of the general meeting where it is to be put to the vote, or 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.
- 34.2 A poll may be demanded by;
- (a) the chairman of the meeting;
 - (b) the two directors;
 - (c) two or more persons having the right to vote on the resolution; or
 - (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.

- 34.3 A demand for a poll may be withdrawn if;
- (a) the poll has not yet been taken, and
 - (b) the chairman of the meeting consents to the withdrawal.
- 34.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

35. Content of proxy notices

- 35.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which;
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to the company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 35.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 35.3 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.
- 35.4 Unless a proxy notice indicates otherwise, it must be treated as;
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

36. Delivery of proxy notices

- 36.1 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 company by or on behalf of that person.
- 36.2 An appointment under a proxy notice may be revoked by delivering to the company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 36.3 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.

- 36.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

37. Amendments to resolutions

- 37.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if;
- (a) notice of the proposed amendment is given to the company in writing by a person 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 chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 37.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if;
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 37.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

PART 4

ADMINISTRATIVE ARRANGEMENTS

38. Means of communication to be used

- 38.1 Subject to the articles, anything sent or supplied by or to the company under the 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 company.
- 38.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 38.3 A director may agree with the company that notices or documents sent to that director 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.

39. Company seals

- 39.1 Any common seal may only be used by the authority of the directors.
- 39.2 The directors may decide by what means and in what form any common seal is to be used.
- 39.3 Unless otherwise decided by the directors, if the company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 39.4 For the purposes of this article, an authorised person is;
- (a) any director of the company;
 - (b) the company secretary (if any); or
 - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied.

40. No right to inspect accounts and other records

Except as provided by law or authorised by the directors or an ordinary resolution of the company, no person is entitled to inspect any of the company's accounting or other records or documents merely by virtue of being a member.

41. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

42. Indemnity

- 42.1 Subject to article 42.2, a relevant director of the company or an associated company may be indemnified out of the company's assets against;
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the company or an associated company,
 - (b) any liability incurred by that director in connection with the activities of the company 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),
 - (c) any other liability incurred by that director as an officer of the company or an associated company.

42.2 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.

42.3 In this article;

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a “relevant director” means any director or former director of the company or an associated company.

43. Insurance

43.1 The directors may decide to purchase and maintain insurance, at the expense of the company, for the benefit of any relevant director in respect of any relevant loss.

43.2 In this article;

- (a) a “relevant director” means any director or former director of the company or an associated company,
- (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the company, any associated company or any pension fund or employees’ share scheme of the company or associated company, and
- (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

44. Changes to the constitution of the Association

44.1 No changes can be made to this constitution of the Association without the agreement of the board by special resolution. To be passed such a resolution shall require a vote of 75% in favour of it.

44.2 A resolution so passed will then be put to the members in general meeting either at the annual general meeting or at an extraordinary general meeting held specifically for the purpose.

Christopher Trevor Lenton
Director and Secretary
3rd March 2016