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THE COMPANIES ACT 1985 AND 2006

PRIVATE COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF
CHEMICAL INDUSTRIES ASSOCIATION LIMITED

Adopted by special resolution passed on 21 November 2013 and amended by special resolution passed on 03 March 2016

1. PRELIMINARY

- 1.1 The regulations contained in Table A and Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 2007 (SI 2007/2541) and The Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826) shall not apply to the Association
- 1.2 The model articles of association for private companies limited by guarantee contained in Schedule 2 to The Companies (Model Articles) Regulations 2008) in force at the time of adoption of these Articles shall not apply to the Association and these Articles shall be the regulations of the Association

2. DEFINITIONS AND INTERPRETATION

- 2.1 In these Articles the following expressions have the following meanings unless inconsistent with the context:

"2006 Act"	means the Companies Act 2006 (as amended from time to time)
"the Annual Subscription Day"	means 30 June in every year or such other day as the Board may by special resolution from time to time prescribe
"these Articles"	means these Articles of Association, as from time to time altered by special resolution
"Association"	means Chemical Industries Association Limited
"Board"	means the board of Directors from time to time
"the bye-laws"	means the bye-laws made pursuant to and in accordance with Article 33 from time to time

in force

"the Chemical Industry"

means industry in the United Kingdom involving the manufacture, use, processing or sale of Chemical Products (including in relation to life sciences and biotech industries) or the provision of services in respect of the same. "Chemical Products" means and includes the products of the Chemicals and Allied Industries as from time to time defined in the United Kingdom Standard Industrial Classification published by the Office for National Statistics or such other publication as may take the place thereof and may be approved for this purpose by special resolution of the Board together with such closely allied products as the Board may from time to time in its discretion by special resolution determine

"Chief Executive"

has the meaning given in **Article 26.1**

"Committee"

means any committee, sub-committee, policy board, issue group, working group or other similar group established by the Board or the Council, as the case may be, pursuant to these Articles

"Connected"

in relation to a Director has the meaning given in section 252 of the 2006 Act

"Council"

means the Council of the Association from time to time

"Council Member"

means the members of the Council from time to time

"Directors"

means the statutory directors for the time being of the Association or (as the context shall require) any of them acting as the Board of directors of the Association

"electronic address"

means any address or number used for the purposes of sending or receiving documents or information by electronic means

**"electronic form" and
"electronic means"**

have the meaning given in section 1168 of the 2006 Act

"executed"	includes any mode of execution
"First Tier"	means the twelve members of the Association paying the largest amount of all subscriptions in any given year as determined by the Secretary
"hard copy form"	has the meaning given in section 1168 of the 2006 Act
"ICSA Guidelines"	means the statements of Recommended Best Practice in the memorandum headed "Electronic Communications with Shareholders" published by the Institute of Chartered Secretaries and Administrators in December 2000 and any modification or replacement for the time being in force
"Insolvency Event"	means in relation to a corporate member it has a receiver, manager, administrator or liquidator validly appointed, or it passes a resolution for winding up, or a court makes an order to that effect, or it enters into any composition or arrangement with its creditors, or becomes the subject of a voluntary arrangement under section 1 of the Insolvency Act 1986
"Minimum Annual Subscription"	means the minimum annual subscription payable by a member or applicant for membership in accordance with Article 3.6
"Month"	means calendar month
"office"	means the registered office of the Association
"ordinary resolution"	has the meaning given in section 282 of the 2006 Act
"persons"	includes a body of persons corporate
"President"	has the meaning given in Article 16.8
"qualified representative"	means an individual, being a non-corporate member of the Association, of appropriate qualification and experience nominated by a corporate member to be its representative and whose nomination is approved by the Council

"Regulation"	means any regulation, rule or bye-law of the Association in general meeting or any committee in meeting
"seal"	means the common seal of the Association (if any)
"Second Tier"	means those members of the Association paying more than the Minimum Annual Subscription and which are not within the First Tier in any given year as determined by the Secretary
"Secretary"	means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint assistant or deputy secretary
"special resolution"	where referring to a resolution of the Board, means a resolution passed by a majority of not less than three-fourths of the Directors entitled to vote
"the Statutes"	means the Companies Acts as defined in section 2 of the 2006 Act and every other statute, order, regulation, instrument or other subordinate legislation in force from time to time relating to companies and affecting the Association
"Subsidiary"	means a subsidiary and/or subsidiary undertaking of an Association as each of the terms are defined in the 2006 Act
"Third Tier"	means all members apart from those members in the First Tier or Second Tier as determined by the Secretary
"unincorporated body"	means any unincorporated body of persons and includes a firm or partnership
"United Kingdom"	means Great Britain and Northern Ireland
"year"	means calendar year

"in writing" means in hard copy form or to the extent agreed (or deemed to be agreed by virtue of a provision of the Statutes) electronic form or website communication

2.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Statutes but excluding any statutory modification thereof not in force when these Articles become binding on the Association

2.3 Words importing the masculine gender only shall include the feminine gender and the neuter (as appropriate).

2.4 References to any Statute or statutory provision include, unless the context otherwise requires, a reference to that Statute or statutory provision as modified, replaced, re-enacted or consolidated and in force from time to time and any subordinate legislation made under the relevant Statute or statutory provision

2.5 Where the word "**address**" appears in these Articles it is deemed to include postal address and, where applicable, electronic address

2.6 The expression "**working day**" in relation to a period of notice means any day other than Saturday, Sunday, Christmas Day, Good Friday or any day that is a bank holiday under the Banking and Financial Dealing Act 1971 in the part of the UK where the Association is registered.

2.7 The expression "**clear days**" in relation to a period of notice to call a meeting means the number of days referred to excluding the day when the notice is given and the day of the meeting.

3. **MEMBERS**

3.1 The original subscribers and such other persons as are admitted to membership in accordance with these Articles shall be members of the Association. No person shall be admitted as a member of the Association unless he is approved by the Directors. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Directors require to be executed by him agreeing to be bound by these Articles and on being so admitted his name shall be entered in the register of members of the Association

3.2 The Directors shall have absolute discretion in determining whether to accept, reject or postpone any application for membership and shall not be bound to assign any reason for their decision.

Eligibility for membership

- 3 3 No person shall be eligible for membership unless it can demonstrate to the satisfaction of the Board that it is itself engaged in the Chemical Industry, or that it is the holding company of any body corporate which is itself engaged in the Chemical Industry
- 3 4 No person shall be capable of being or becoming a member of the Association jointly with any other person or persons

Subscription

- 3 5 Each member of the Association, and each applicant for membership as a condition of membership, prior to being admitted to membership shall pay to the Association such sums by way of annual subscription, calculated in such manner, and payable at such times and in accordance with such provisions as the Association in a general meeting may in its discretion by way of a special resolution from time to time prescribe
- 3 6 In setting the level of annual subscription in accordance with **Article 3.5**, the Association may in its discretion stipulate the minimum levels of annual subscription
- 3 7 Subject to **Articles 3.5** and **3.6**, the Chief Executive of the Association may in his absolute discretion create individual subscription arrangements for longer term members
- 3 8 If any person ceases for any cause whatever to be a member of the Association, such person shall not, nor shall any other person claiming through or in right of such person, have any interest in or claim against the funds or property of the Association. No such person shall be entitled to repayment either in whole or in part of any sum previously paid by such person by way of annual subscription
- 3.9 Any sum payable by way of annual subscription, and in arrears at the date of cessation of membership shall, however such cessation shall occur, remain fully due and payable by the person so ceasing to be a member, or in the case of the death or bankruptcy of an individual, by his personal representatives or trustee in bankruptcy as the case may be.

Powers of the Board regarding membership

- 3 10 The Board shall have full power and discretion to:
- 3 10 1 require any member or applicant for membership to provide evidence of eligibility for membership pursuant to **Article 3.3**,
- 3 10 2 determine in such manner as it thinks fit whether any member or applicant for membership possesses or continues to fulfil the eligibility requirements set out in **Article 3.3**; and

3 10 3 require any member to submit to the Association such information, whether relating to the Chemical Industry in which the member is engaged, or of any other nature, as the Board may from time to time request including, without limitation, such information as enables the Board to consider or investigate the amount or probable amount of any annual subscription or subscriptions (or any other amount due under the provision of these Articles) which may subsequently become payable by such member in respect of any future year or years.

Change to members' particulars

3.11 Every member must immediately notify the Secretary in writing of any and every change to the particulars and information contained in the application form pursuant to which he was admitted to membership or any other information which must be kept on the register of members.

Associate membership

3 12 The Board shall be entitled from time to time at its discretion to admit as Associate members, on such terms and conditions regarding subscription payable or otherwise as it sees fit, any individual, body corporate or unincorporated body wishing to be so admitted.

3.13 In order to be eligible for associate membership, an individual, body corporate or the representatives of an unincorporated body must demonstrate to the satisfaction of the Board direct or indirect involvement in the Chemical Industry or that it is representative of the Chemical Industry or some industry in the United Kingdom with close links to the Chemical Industry.

3.14 Associate members shall be entitled to such services afforded by the Association as the Board may from time to time determine. For avoidance of doubt, for the purposes of these Articles, the "Associate members" shall not be admitted to membership of the Association and shall therefore not constitute the members of the Association

Membership not transferable

3 15 Neither membership nor any of the rights and privileges of membership shall be in any way either transferable or transmissible

Termination

3 16 Membership of the Association shall cease with immediate effect

3.16.1 in the case of a corporate member, where that member suffers an Insolvency Event,

3 16 2 in the case of an individual member

- 3.16.2.1 where that individual dies, or
- 3 16 2 2 where that individual receives a bankruptcy order or an interim order is made against him or he makes any arrangement or composition with his creditors generally, or
- 3 16 2 3 if he is or may be suffering from mental disorder and either
 - (a) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (b) an order is made by a Court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs;
- 3 16 3 if a member resigns by giving not less than twelve months' notice in writing to the Secretary so as to expire on an annual subscription day, such resignation shall only take effect on the date of expiration of such notice,
- 3 16 4 if and when any sum payable by way of annual subscription is in arrears for more than six months, and the Board declares that such membership should cease,
- 3 16 5 if the Board decrees that membership should cease by virtue of the fact that such member no longer fulfils the eligibility criteria for membership in accordance with these Articles; or
- 3 16.6 if at a meeting of the Board it is resolved by special resolution that it is not in the interests of the Association that such member should remain a member of the Association (provided that such member must be given twenty-one clear days' notice of the intention to propose the resolution and must be given the opportunity to make representation at such meeting convened to pass such resolution).

4. **GENERAL MEETINGS**

- 4 1 The Directors may call any general meeting as they shall in their absolute discretion decide, to be held at such time and place as the Directors decide.
- 4 2 If at any time there are not within the United Kingdom a sufficient number of Directors capable of acting to form a quorum, any one Director or any two members of the Association may convene a general meeting in the same manner

as nearly as possible as that in which meetings may be convened by the Directors.

- 4.3 The Directors shall on the requisition of any six members of the Association immediately proceed to convene a general meeting of the Association. If the Directors do not within twenty-one days of the deposit of such a requisition at the office proceed duly to convene a general meeting, the requisitionists or any three of these may convene a general meeting. The provisions of sub-sections 303 to 305 of the 2006 Act shall be deemed to apply in respect of any such requisition.
- 4.4 Subject to the 2006 Act, the Directors shall on the requisition of members give notice of any resolution which is proposed and is intended to be passed at an annual general meeting and circulate any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

5. **NOTICE OF GENERAL MEETINGS**

- 5.1 A notice convening a general meeting of the Association shall be called by at least 14 clear days' notice in writing. The notice shall specify the time and place of the meeting, the general nature of the business to be transacted in case of special business, the steps required to appoint a proxy and, if any resolution is to be proposed, contain a statement to that effect.
- 5.2 Subject to the provisions of these Articles, notices of general meetings shall be given to all members, all Directors, all Council Members and the auditors.
- 5.3 Notwithstanding the foregoing provisions of these Articles, a general meeting may be called by shorter notice if it is so agreed in accordance with section 307(4) of the 2006 Act.
- 5.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 5.5 Notwithstanding that the Association does not have a share capital, every notice convening a general meeting shall comply with the provisions of section 325(1) of the 2006 Act as to giving information to members in regard to their right to appoint proxies.
- 5.6 Every notice convening a general meeting shall be given in accordance with section 308 of the 2006 Act that is, in hard copy form, electronic form or by means of a website.
- 5.7 The Association may send a notice of meeting by making it available on a website or by sending it in electronic form and if notice is sent in either way it will be valid provided it complies with the relevant provisions of the 2006 Act.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1 No business shall be transacted at any general meeting unless a quorum of members is present. Eighteen members entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation which is a member shall be a quorum, save that if and for so long as the Association has only one person as a member, one member present in person or by proxy shall be a quorum.
- 6.2 If within half an hour from the time appointed for the general meeting a quorum is not present the general meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor the member or members present in person or by proxy or (being a body corporate) by representative and entitled to vote upon the business to be transacted shall constitute a quorum and shall have power to decide upon all matters which could properly have been disposed of at the meeting from which the adjournment took place.
- 6.3 The President of the Association shall preside as chairman at every general meeting of the Association, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the members present shall elect another Director who is willing to act, to be chairman of the meeting.
- 6.4 If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for holding the general meeting, the members present shall choose one of their number to be chairman of the meeting.
- 6.5 Any Director and any Council Member shall be entitled to attend and speak at any general meeting.
- 6.6 The Chairman may invite any person to attend and speak at general meetings whom the Chairman considers to be equipped by knowledge or experience of the Association's activities and business to assist in the deliberations of the meeting. In addition, the Chairman may invite any person who has been nominated by a member of the Association to attend and, if the Chairman considers it appropriate, to speak at general meetings.

Security and Conduct

- 6.7 The Directors may direct that persons wishing to attend general meetings should submit to such searches, security arrangements and restrictions as the Directors shall consider appropriate in the circumstances. The Directors shall be entitled in their absolute discretion, or may authorise some one or more persons who shall include a member or the Secretary or the Chairman of the meeting.

- 6.7.1 to refuse entry to that general meeting to any person who fails to submit to those searches or otherwise to comply with those security arrangements or restrictions, and
- 6.7.2 to eject from that general meeting any person who causes the proceedings to become disorderly
- 6.8 The Chairman shall take such action or give directions as he thinks fit to promote the orderly conduct of the meeting as laid down in the notice of the meeting and the Chairman's decision on matters of procedure or arising incidentally from the business of the meeting shall be final as shall be his determination as to whether any matter is of such a nature

Adjournment

- 6.9 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting

Voting

- 6.10 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands, a poll is duly demanded. Subject to the provisions of the Statutes, a poll may be demanded:

6.10.1 by the Chairman, or

6.10.2 by at least two members having the right to vote at the meeting; or

6.10.3 by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting,

and a demand by a person as a proxy for a member shall be the same as a demand by the member

- 6.11 Unless a poll is duly demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting 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 such resolution.

- 6.12 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made
- 6.13 A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded
- 6.14 A poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the Chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made
- 6.15 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken

7. **VOTES OF MEMBERS**

- 7.1 On a written resolution, every member has one vote, and on a show of hands, every member (being an individual) present in person or by proxy (not being himself a member entitled to vote) or (being a corporation) present by a duly authorised representative or proxy has one vote and on a poll every member present in person or by proxy or by a duly authorised representative (as the case may be) has one vote
- 7.2 A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, by his receiver, curator bonis or other person authorised on that behalf. Evidence to the satisfaction of the Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable. In calculating the time period in this **Article 7.2**, no account shall be taken of any part of a day that is not a working day.
- 7.3 No member shall be entitled to vote at any general meeting unless all moneys presently payable by him to the Association pursuant to any rules or bye-laws made by the Directors under **Article 33** or otherwise have been paid.

- 7.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive

Appointment of Proxy

- 7.5 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve):

"[NAME] [Limited]

I [NAME] of [ADDRESS] being a member of the above-named Association hereby appoint [NAME] of [ADDRESS] as my proxy to vote in my name and on my behalf at a general meeting of the Association to be held on [DATE], and at any adjournment thereof

Signed on [DATE] "

- 7.6 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

"[NAME] [Limited]

I [NAME] of [ADDRESS] being a member of the above named Association, hereby appoint [NAME] of [ADDRESS] or failing him [NAME] of [ADDRESS] as my proxy to vote for me in my name and on my behalf at a general meeting of the Association to be held on [DATE], and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned below as follows:

*Resolution No 1 *for *against*

*Resolution No 2 *for *against*

** Strike out whichever is not desired*

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

Signed on [DATE] "

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

7.8 The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a copy of that power or authority notarially or in some other way approved by the Directors may

7 8.1 in the case of a proxy not being sent in electronic form be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

7 8.2 in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

7 8 3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman of that meeting or to the Secretary or to any Director or deposited or received as stated above after the poll has been demanded but not less than 24 hours before the time appointed for the taking of the poll,

7.8 4 a proxy appointment which is being sent in electronic form must be received at an address specified by the Association for the purpose of receiving such communications in electronic form

7.8.4.1 in (or by way of a note to) the notice convening the meeting, or

7.8.4 2 in any form of proxy appointment sent out by the Association, or

7 8 4 3 in any invitation contained in an electronic form to appoint a proxy issued by the Association,

in each case not less than 48 hours before the time for holding the meeting at which the person named in the instrument proposes to vote or in the case of a poll taken more than 48 hours after it is demanded, not less than 24 hours before the poll is taken or where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman of that meeting or to the Secretary or to any Director

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

7 9 In calculating the time periods in **Article 7.8**, no account shall be taken of any part of a day that is not a working day.

7 10 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the office or at such other place at which the instrument of proxy was duly deposited before commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

8 **WRITTEN RESOLUTIONS**

8.1 A written resolution, proposed in accordance with section 288(3) of the 2006 Act, will lapse if it is not passed before the end of the period of 28 days beginning with the circulation date

8.2 For the purposes of this **Article 8**, a "**circulation date**" is the day on which copies of the written resolution are sent or submitted to members or, if copies are sent or submitted on different days, the first of those days

BOARD OF DIRECTORS

9. **NUMBER OF DIRECTORS**

Unless otherwise determined by ordinary resolution, the number of Directors shall not be more than ten or fewer than two, and shall include the following Directors:

9 1 the Chief Executive;

9 2 the President of the Association;

9.3 if appointed, the treasurer of the Association; and

9 4 up to six persons appointed and/or replaced by the Council in accordance with **Article 13.3**

10. **ALTERNATE DIRECTORS**

10 1 Any Director shall be entitled from time to time to appoint any person approved for the purpose by the Board to be his alternate Director, and may from time to time remove any such person, in each case, in such manner as the Board may from time to time prescribe

10 2 The appointment of an alternate Director shall cease if any of the events described in **Article 14** should occur in relation to his appointor or the alternate Director

10 3 An alternate Director shall (except when absent from the United Kingdom) be entitled to be given notice of all meetings of the Board and shall be entitled to attend and vote as a Director at any such meeting at which his appointor is not personally present, and generally at such meeting to perform all functions of his appointor as a Director

11. **POWERS OF DIRECTORS**

11.1 Subject to the provisions of the 2006 Act and these Articles and to any directions given by special resolution, the business of the Association shall be managed by the Directors who may exercise all the powers of the Association. No alteration of these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this **Article 11.1** shall not be limited by any special power given to the Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

11.2 Without limitation, the Directors shall be responsible for

11.2.1 the overall governance of the Association;

11 2 2 the admission and expulsion of members,

11 2 3 approving the annual accounts and receiving regular financial updates;

11.2.4 taking decisions regarding any acquisitions or other transactions proposed to be entered into;

11.2.5 taking decisions on acquisitions and sales of new and existing parts of the Association,

11 2 6 forming remuneration, audit and other Committees for the purposes of good corporate governance;

11 2 7 forming sub-committees (strategy groups) to manage Association policy areas (which may comprise persons other than Directors),

11 2 8 appointing Directors to chair each sub-committee,

11 2 9 deciding Association policy positions on the recommendation of sub-committees,

11.2.10 appointing and replacing a President of the Association (save that the first such appointee following the adoption of these Articles shall be as determined by ordinary resolution of the Council Members),

11 2 11 if the Board so determines, appointing and replacing a treasurer to oversee and report on the Association's finances (save that the first

such appointee following the adoption of these Articles shall be as determined by ordinary resolution of the Council Members), and

11.2.12 appointing and replacing a Chief Executive (save that the first such appointee following the adoption of these Articles shall be as determined by ordinary resolution of the Council Members).

Power to pay expenses and to borrow

11.3 The Directors may authorise the repayment by the Association to the Directors (including alternate Directors appointed pursuant to **Articles 10.1 to 10.3**), the Council Members or any member of any Committee of all or any out-of-pocket expenses incurred by them in consequence of their attendance at any general meeting of the Association, any meeting of the Board, the Council or of any Committee or otherwise incurred by them in the performance of their duties in connection with the affairs of the Association, and in that event such Directors, Council Members or members of the Committee in question shall be repaid such out-of-pocket expenses accordingly.

11.4 The Directors may pay all the expenses of (including those preliminary and incidental to) the promotion, formation, establishment and registration of the Association as they think fit

11.5 The Board may exercise all the powers of the Association to borrow money whether outright or as security for any debt, liability or obligation of the Association

Power to make donations

11 6 The Directors shall have power on behalf of the Association to establish and maintain or procure the establishment and maintenance of any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and give or procure the giving of donations, gratuities, pensions, allowances and emoluments to, any employees and ex-employees of the Association or of any body which is in any way representative of manufacturers, processors, sellers, providers of services or employees in the Chemical Industry and all or any of the assets and obligations of which the Association may have taken over, and the relations, connections and dependents of any such employees or ex-employees as aforesaid, and to establish or support any associations, institutions, clubs, funds and trusts which the Directors may consider calculated to benefit any such persons as aforesaid.

Groups and sections of members or associates

11 7 The Directors shall have power from time to time to constitute and reconstitute any group or section of members and/or Associates (whether or not the membership of such group or section overlaps with any other such group or section of members and/or Associates) if in its absolute discretion it considers that such group or section will comprise members and/or Associates having

common interests, either by virtue of their being engaged in similar or related branches of the Chemical Industry or for any other reason whatsoever, and may from time to time determine and vary the qualification for and terms and conditions of inclusion in any such group or section.

11 8 A group or section of members and/or Associates shall have the function of watching over the special interests of the members and/or Associates of such group or section, and of making representations and recommendations to the Directors with regard to those special interests

11 9 Without prejudice to the generality of the powers of delegation and sub-delegation conferred upon the Board, the Council and any Committee(s) of the Directors by **Article 12**, the Directors may make provision for the delegation or sub-delegation by the Directors or by committees of Directors, to any committee wholly or in part consisting of, or controlled by, or representative of, any group or section of members and/or Associates of such powers and functions as in the opinion of the Directors involve the special or peculiar interests of such group or section, for the terms and conditions on which such delegation or sub-delegation shall take place, and for regulating the constitution of, and the mode of appointment, nomination or election of and the terms of office of the members of, and the proceedings of any such committee, and the degree of the responsibility of any such committee to the members of such section. To the extent permitted by law and these Articles, any such committee shall be deemed to be a committee of the Directors for the purposes of these Articles

Regulations may be made by Directors

11 10 The Directors may, from time to time, make Regulations in respect of any matters which in the opinion of the Directors require regulation and all such Regulations shall be binding upon all members provided always that no such Regulation is inconsistent with these Articles.

12 DELEGATION OF DIRECTORS' POWERS

12 1 To the extent permitted by law, the Directors may entrust to and confer upon any Director any of the powers exercisable by the Directors as a Board upon such terms and conditions and with such restrictions as they think fit and either collaterally with or to the exclusion of their own powers and may from time to time revoke withdraw alter or vary all or any of such powers but no person dealing in good faith and without notice of the revocation or variation shall be affected by it.

Executive Committee

12.2 The Executive Committee shall consist of the Chief Executive and such other persons as the Chief Executive may from time to time appoint, replace or remove (in consultation with the other members of the Executive Committee).

The terms of reference for the Executive Committee will be agreed at the first meeting of the Board in each calendar year

- 12.3 The Board may delegate the following non-exhaustive list of powers to the Executive Committee
- 12.3.1 preparation of Directors' meetings, including approval of agenda and presentation of agenda items;
 - 12.3.2 the day to day management and operation of the Association; and
 - 12.3.3 preparation of any minutes, documents, agendas and reports prior to and following each meeting of the Directors
- 12.4 The Directors shall not be entitled to delegate any power exercisable only by special resolution of the Directors, or any power conferred on the Directors by **Article 3.10**.
- 12.5 Subject to **Article 12.4**, the Directors may delegate any other of their powers to:
- 12.5.1 any Committee to the extent that such delegation is not an improper delegation of powers; or
 - 12.5.2 the Chief Executive (for the time being) of the Association or any Director holding any other executive office.
- 12.6 The Directors may from time to time establish Committee(s) and may delegate any of their powers, functions or discretions to any such Committee(s) consisting of such person(s) (whether or not Directors of the Association) as the Directors think fit, to the extent that such delegation is not an improper delegation of powers. No such Committee shall, unless Directors otherwise resolve, have power to sub-delegate any of their powers, functions or discretions delegated to it. Any such Committee shall consist of one or more Directors and (if thought fit) one or more other persons.
- 12.7 Any such delegation may be made subject to any conditions the Directors may impose and may be collateral to their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a Committee with two or more members shall be governed by these Articles regulating the proceedings of the Directors so far as they are capable of applying.
- 12.8 Any Committee so formed shall conform to any Regulations imposed on it by the Directors and shall be subject at all times to the control of the Directors. Subject thereto, the meetings and proceedings of any such Committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable

12 9 The terms of the delegation or sub-delegation shall be specified in minutes of the Board and the delegation or sub-delegation of such powers shall be subject to review by the Directors at least once in every year.

13 **APPOINTMENT AND RETIREMENT OF DIRECTORS**

13 1 No person shall be appointed or re-appointed a director at any general meeting unless:

13.1.1 he is recommended by the Directors and the Council Members, or

13 1 2 not fewer than 14 nor more than 21 clear days before the date appointed for the meeting, a notice signed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Association's register of Directors together with notice signed by that person of his willingness to be appointed or re-appointed

13.2 Not fewer than 7 nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Directors and the Council Members for appointment or re-appointment as a Director at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or re-appointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Association's register of Directors.

13 3 A majority of Council Members appointed by:

13 3 1 the First Tier may appoint and/or replace at meetings of such Council Members up to three such Council Members as Directors from time to time,

13 3 2 the Second Tier may appoint and/or replace at meetings of such Council Members up to three such Council Members as Directors from time to time; and

13.3.3 the Third Tier may appoint and/or replace at meetings of such Council Members up to two such Council Members as Directors from time to time,

and such appointment(s) and/or replacement(s) shall be effective on notice to the Association. The Directors so appointed shall (unless previously replaced) retire immediately prior to the first Council meeting following the first anniversary of their appointment. Such a retiring Director may stand for

replacement and, if so replaced, shall be deemed removed from office upon such replacement.

13.4 The Directors may appoint a person who is willing to act to be a director either to fill a vacancy or as an additional director provided that the appointment does not cause the number of directors to exceed any number fixed in accordance with **Article 9** and further provided that such person shall (if filling a vacancy caused by the resignation or retirement of a Director appointed pursuant to **Article 13.3**) resign immediately prior to the Council meeting immediately following their appointment

13.5 Any person appointed or removed as Chief Executive, President or treasurer shall (as applicable) be appointed or removed as a Director by virtue of such appointment or removal (and their consent to act in such a post shall constitute their consent to act as Director)

14. **DISQUALIFICATION AND REMOVAL OF DIRECTORS**

The office of a director shall be vacated if

14 1 he ceases to be a director and/or a Council Member by virtue of any provision of the Statutes or these Articles or he becomes prohibited by law from being a director, or

14 2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

14 3 he is, or may be, suffering from mental disorder and either

14 3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

14 3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or

14 4 he resigns his office by notice to the Association, or

14.5 he shall for more than 6 consecutive months have been absent without permission of the Directors from meetings of Directors held during that period and the Directors resolve that his office be vacated, or

14.6 he is removed from office by a resolution duly passed pursuant to section 168 of the 2006 Act, or

14 7 except in relation to Directors appointed pursuant to **Article 13.3**, he is removed from office by resolution of the Board

15 **DIRECTORS' APPOINTMENTS AND INTERESTS**

15 1 Subject to the provisions of the Statutes, and provided that he has disclosed in writing to the Directors the nature and extent of any material interest of his, a director notwithstanding his office

15 1 1 may be a party to or otherwise interested in any transaction or arrangement with the Association or in which the Association is in any way interested,

15 1 2 may hold any other office or employment with the Association (other than the office of auditor),

15.1.3 may be a director or other officer of or employed by or be a party to any transaction or arrangement with or otherwise interested in any body corporate promoted by the Association or in which the Association is in any way interested;

15 1 4 may, or any firm or company of which he is a member or director may, act in a professional capacity for the Association or any body corporate in which the Association is in any way interested other than as an auditor;

15 1 5 shall not by reason of his office be accountable to the Association for any benefit which he derives from such office, service or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit; and

15 1 6 (save for a vote under section 175(4) of the 2006 Act authorising any conflict of interest which the director or any other interested director may have or where the terms of authorisation of such conflict provide that the director may not vote in situations prescribed by the Directors when granting such authorisation) shall be entitled to vote on any resolution and (whether or not he shall vote) shall be counted in the quorum on any matter referred to in any of **Articles 15.1.1 to 15.1.5** (inclusive) or on any resolution which in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest whatsoever and if he shall vote on any resolution as aforesaid his vote shall be counted.

15.2 For the purposes of **Article 15.1:**

15 2.1 a general notice to the Directors that a director is to be regarded as having an interest of the nature and extent specified in the notice in

any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the director has an interest in any such transaction of the nature and extent so specified;

15.2.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his; and

15 2 3 an interest of a person who is for any purpose of the 2006 Act (excluding any statutory modification not in force when these Articles were adopted) connected with a Director shall be treated as an interest of the Director and in relation to an alternate Director an interest of his appointor shall be treated as an interest of the alternate Director without prejudice to any interest which the alternate Director has otherwise

15 3 A Director who is, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Association shall declare the nature of such interest at a meeting of the Directors in accordance with sections 182 - 187 of the 2006 Act Subject to such disclosure, a Director shall be entitled to vote in respect of any contract or arrangement in which the Director is interested and if the Director shall do so the Director's vote shall be counted and the Director may be taken into account in ascertaining whether a quorum is present.

15.4 If a question arises at a meeting of the Board or of a Committee of the Directors as to the right of a Director to vote the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive

16. **PROCEEDINGS OF THE DIRECTORS**

16 1 Subject to the provisions of these Articles, the Directors may regulate their meetings, as they think fit. Any three Directors may, and the Secretary at the request of any three Directors shall, call a meeting of the Directors Questions arising at a meeting shall be decided by a majority of votes In the case of an equality of votes, the chairman shall have a second or casting vote

Notice

16 2 Subject to **Article 16.5** below, not less than four clear days' notice in writing shall be given of every meeting of the Directors, unless a majority of the Directors indicate their willingness to accept shorter notice of a meeting of the Directors, subject to any provision to the contrary in **Article 30**

16 3 Subject to **Article 16.5** below, notice of every meeting of the Directors shall be given to all Directors, and to any alternate Directors (if any) No notice need be given to any alternate Directors who are for the time being absent from the

United Kingdom However, the non-receipt of notice by any Director or alternate Director will not invalidate the proceedings of the Directors

- 16.4 With respect to the notice of any meeting or the service of any such notice, the provisions of **Article 30** shall be deemed to apply.
- 16.5 Notwithstanding anything contained in these Articles (but subject to any special resolutions of the Directors) no notice need be given to any Director of any meeting which is held immediately after the conclusion of an annual general meeting of the Association

Proceedings

- 16.6 Any Director may participate in a meeting of the Directors or a Committee constituted pursuant to **Article 12.6** of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Statutes, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.
- 16.7 The quorum for the transaction of the business of the Directors may be fixed by the Directors, and unless so fixed at any other number, shall be half of the Directors currently in office rounded up to the nearest whole number.
- 16.8 The President of the Association shall be the Chairman of the Board and shall be entitled to preside at all meetings of the Directors at which he shall be present. Unless he is unwilling to do so, the President of the Association shall preside as Chairman at every meeting of the Directors at which he is present. But, if there is no Director holding that office, or if the President of the Association is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be Chairman of the meeting.
- 16.9 All acts done by any meeting of the Directors or of a Committee constituted pursuant to **Article 12.6**, or by any person acting as a Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Director or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote
- 16.10 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of the Directors or of a Committee constituted pursuant to **Article 12.6** shall be as valid and effectual as if it had been passed at a meeting of the

Directors or (as the case may be) such a Committee duly convened and held and may consist of several documents in the like form each signed by one or more Directors or members of the Committee (as the case may be)

16 11 If, and as a consequence of section 175(6) of the 2006 Act, a Director cannot vote or be counted in the quorum at a meeting of the Directors then the following apply

16 11 1 if the meeting is inquorate then the quorum for the purposes of the meeting shall be reduced by one for each Director who cannot vote or be counted in the quorum, and

16 11 2 notwithstanding **Article 16.11.1**, if the meeting is still inquorate then it must be adjourned to enable the members of the Association to authorise any situation in which a Director has a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Association

17 **MINUTES OF MEETINGS OF DIRECTORS AND COUNCIL MEMBERS**

The Directors shall cause minutes to be made in books kept for the purposes

17 1 of recording the names and addresses of all members, and

17.2 of all appointments of Directors, Council Members and officers made by the Directors, and

17.3 of all proceedings at meetings of the Association and of the Directors, Council Members and of Committees constituted pursuant to **Article 12** including the names of Directors, Council Members and members (as appropriate) present at each such meeting.

COUNCIL

18 **NUMBER OF COUNCIL MEMBERS**

Unless otherwise determined by ordinary resolution of the members, the number of Council Members shall not be more than 32, and shall consist of:

18 1 up to twelve persons, one nominated by each of the twelve members of the First Tier to the Council,

18.2 up to twelve persons nominated and elected from members of the Second Tier to the Council in accordance with these Articles,

18 3 up to six persons nominated and elected from members of the Third Tier to the Council in accordance with these Articles; and

18 4 the President and the Chief Executive

19 **COUNCIL MEETINGS**

19.1 The Council shall hold at least four meetings in each calendar year

19.2 The Council's meetings shall be held following the Board meetings which will precede each of the four Council meetings in each calendar year.

20 **POWERS AND RESPONSIBILITIES OF COUNCIL MEMBERS**

20.1 The Council shall be an advisory forum for the Directors to liaise with the members of the Association. The Board shall give due weight to the advice, recommendations and decisions of the Council Members, however any such decisions shall not fetter any Director's discretion in relation to the exercise of his powers and will not bind any Director to vote in a particular way at any meeting of the Board or any Committee, as the case may be.

20.2 The Council Members shall be responsible for considering, voting on and advising the Directors on all matters concerning the Association which they deem appropriate or on which the Board seeks their opinion (so as to enable the Directors to reach informed decisions, having duly considered the Council Members' recommendations) including the following matters

20.2.1 any fundamental changes to the business and/or structure of the Association; and

20.2.2 any matters relating to the winding up and dissolution of the Association.

21 **APPOINTMENT AND RETIREMENT OF COUNCIL MEMBERS**

First Tier members to Council

21.1 Each of the First Tier members may appoint and replace from time to time one qualified representative to sit on the Council, and those persons shall be declared duly elected at any general meeting without a ballot

Second Tier members to Council

21.2 If the number of nominations by the Second Tier members for the seats on the Council under **Article 18.2** does not exceed the number of vacancies, the members nominated shall be declared duly elected at the General Meeting without a ballot. If the number of nominations exceeds the number of vacancies, such vacancies shall be filled by means of a ballot of the members who can be categorised as falling within the Second Tier which shall take place in accordance with **Article 6.10** (although there shall be no poll vote in a ballot which takes place under this **Article 21.2**) and a ballot paper shall be sent to each member in the Second Tier not less than 21 days before the date of the General Meeting. This ballot paper shall contain the names of the retiring Council members and of those nominated for election. Ballot papers must be sent in a signed envelope to

the Secretary so as to be received not less than 48 hours before the commencement of the meeting. Each vote shall be recorded by prefixing a cross to the name selected from the printed list of nominations. Subject to any Regulations currently in force, every Second Tier member shall be entitled to vote in favour of as many candidates as there are vacancies to be filled

- 21.3 The signed envelopes shall be opened and the votes counted in advance of the General Meeting by scrutineers previously appointed by the Directors (who need not be members) and the results of the ballot disclosed during the annual general meeting. On disclosure of the results the candidates receiving the most votes (up to the number of vacancies to be filled) shall be declared to be elected. In the event that there is a tie of votes in the results of the ballot, the President shall determine in his absolute discretion which of the persons subject of the tie of votes shall be declared to be elected. Subject to this Article and to any Regulations currently in force, any ballot shall be regulated in accordance with such procedure as the Directors may determine from time to time

Third Tier members to Council

- 21.4 The provisions of **Articles 21.2** and **21.3** shall apply to the election, by the Third Tier, of Third Tier members to the Council in the same manner as they apply to the election, by the Second Tier, of Second Tier members to the Council
- 21.5 Notwithstanding any other provision in these Articles, if following a Council election there is found to be more than two persons who are qualified representatives of a single member or a single Group of companies and who have been appointed as Council Members, all except one of the qualified representatives so concerned (selected if necessary by lot) shall (unless the Council in its absolute discretion otherwise determines) be deemed to have given notice of resignation in accordance with **Article 22.1**
- 21.6 Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to be a Council Member either to fill a vacancy or as an additional Council Member (provided that the appointment does not cause the number of Council Members to exceed any maximum number fixed in accordance with **Article 18**) and may also determine the rotation in which any additional Council Members are to retire.
- 21.7 The Council Members may appoint a person who is willing to act to be a Council Member either to fill a vacancy or as an additional Council Member. Notwithstanding any vacancies in their number, the continuing Council Members or where there is only one, the sole continuing Council Member, may continue to act

Appointment of other Council Members

- 21 8 The Council may, from time to time and at any time (but subject to a maximum number of Council Members set out in **Article 18**), appoint a qualified representative of any member of the Association as a Council Member, either to fill a casual vacancy (pursuant to **Article 21.7**) or by way of addition to the Council. Any member so appointed shall retain his office only until the next general meeting, but shall then be eligible for re-election

Co-option of members of Committees and other trade associations

- 21 9 The Council may from time to time (but subject to a maximum number of Council Members set out in **Article 18**) appoint as Council Members not more than a total of twelve representatives from:

21 9 1 those individuals who in the opinion of the Council have rendered, or are in a position to render distinguished service to the Chemical Industry;

21 9 2 other trade associations representing the Chemical Industry;

21 9 3 other industries which the Council considers are similar to the Chemical Industry; and/or

21.9 4 the Chairmen of up to six of the Committees described in **Article 11.9** (and where there are more than six Committees in any given year, the Council shall determine in its absolute discretion which of the Committees shall be represented on the Council),

where it considers that such other representatives could provide services to the Association

- 21 10 Subject to the foregoing provisions of these Articles, a Council Member who retires may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the general meeting at which such retirement occurs (next or following such retirement if it precedes a general meeting) appoints someone in his place, or if it does not do so, until the end of that meeting

Membership requirement

- 21.11 A person appointed as a Council Member by the First Tier, Second Tier or Third Tier must be (respectively) a First Tier member, Second Tier Member or Third Tier member (or, in each case, an employee or director thereof).

22 DISQUALIFICATION AND REMOVAL OF COUNCIL MEMBERS

- 22 1 Subject to the procedure set out in **Articles 22.2 to 22.5** below, the office of a Council Member shall be vacated if

22.1 1 he ceases to be a Council Member by virtue of any provision of the Statutes or these Articles; or

- 22.1.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 22.1.3 he is, or may be, suffering from mental disorder and either
 - 22 1 3 1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - 22 1 3 2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- 22.1 4 he resigns his office by notice to the Association; or
- 22.1.5 he ceases to be a member of the Association, or an employee or director of a relevant tier member of the Association (either through the cessation of his employment by or directorship of such person or through the cessation of such person as a relevant tier member of the Association); or
- 22.1 6 he shall for more than 6 consecutive months have been absent without permission of the Council Members from meetings of Council Members held during that period and the Council Members resolve that his office be vacated

Rotating Retirement

- 22 2 At the first general meeting to occur in each calendar year an election will be held for that number of vacancies arising at each Tier as occurs pursuant to the retirement provisions of **Articles 22.3** and 22 4 (inclusive)
- 22.3 Immediately prior to the first general meeting to occur in each calendar year, one third of the Council Members appointed by each of the First Tier, the Second Tier and the Third Tier shall retire. If the number of Council Members appointed by a Tier is not divisible by three, then the number nearest one-third in each case shall retire from office. A retired Council Member shall be eligible for re-election at the same or a subsequent general meeting. The Council Members to retire shall be those who have been longest in office since their last appointment or election As between members of equal seniority those to retire shall (unless they otherwise agree between themselves) be determined by lot The Association shall notify a Council Member that they will retire pursuant to this Article no fewer than 30 clear days prior to the general meeting at which such retirement will occur (unless the Association has insufficient notice of such general meeting, in which case they shall give as much notice as is reasonably practicable in the circumstances).

Retirement of First Tier members

- 22.4 Notwithstanding the provisions of **Articles 22.2** and **22.3** (and subject to **Article 22.1**), a Council Member nominated by the First Tier in accordance with **Article 18.1** need not retire until he has served continuously in office for three years

No re-election

- 22.5 No candidate shall be eligible for election to the Council at any general meeting unless, not fewer than 28 clear days before the day appointed for the meeting, there shall have been given to the Secretary notice in writing:

22.5.1 by a member duly qualified to be present and vote at that meeting, of that member's intention to propose the candidate for election, and

22.5.2 signed by the candidate, of the candidate's willingness to be elected.

- 22.6 The Association may, by special resolution, remove any Council Member before the expiration of his period of office, and may by an ordinary resolution appoint another person to be a Council Member in his place subject to that person having consented in writing to his appointment.

23 PROCEEDINGS OF THE COUNCIL MEMBERS

- 23.1 Subject to the provisions of these Articles, the Council Members may regulate their meetings, as they think fit Any three Council Members may, and the Secretary at the request of any three Council Members shall, call a meeting of the Council Members Questions arising at a meeting shall be decided by a majority of votes In the case of an equality of votes, the chairman shall have a second or casting vote

Notice

- 23.2 Subject to **Article 23.5** below, not fewer than four clear days' notice in writing shall be given of every meeting of the Council, unless a majority of the members of the Council indicate their willingness to accept shorter notice of a meeting of the Council, subject to any provision to the contrary in **Article 30**.
- 23.3 Subject to **Article 23.5** below, notice of every meeting of the Council shall be given to all Council Members. However, the non-receipt of notice by any member of Council will not invalidate the proceedings of the Council.
- 23.4 With respect to the notice of any meeting or the service of any such notice, the provisions of **Article 30** shall be deemed to apply.
- 23.5 Notwithstanding anything contained in these Articles (but subject to any special resolutions of the Council) no notice need be given to any Council Member of any

meeting which is held immediately after the conclusion of an annual general meeting of the Association.

Proceedings

- 23 6 Any Council Member may participate in a meeting of the Council Members or a Committee constituted pursuant to **Article 12.6** of which he is a member by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting and, subject to these Articles and the Statutes, shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is
- 23 7 The quorum for the transaction of the business of the Council Members may be fixed by the Council Members, and unless so fixed at any other number, shall be half of the number of Council Members currently in office rounded up to the nearest whole number.
- 23 8 The President of the Association shall be the Chairman of the Council and shall be entitled to preside at all meetings of the Council at which he shall be present Unless he is unwilling to do so, the President of the Association shall preside as Chairman at every meeting of the Council Members at which he is present. But, if there is no person holding the office of President of the Association, or if the President of the Association is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to be Chairman of the meeting.
- 23.9 All acts done by any meeting of the Council Members or by any person acting as a Council Member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any Council Member or person acting as aforesaid, or that they or any of them were disqualified from holding office or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Council Member and had been entitled to vote
- 23 10 A resolution in writing, signed by all the Council Members entitled to receive notice of a meeting of Council Members shall be as valid and effectual as if it had been passed at a meeting of the Council Members or (as the case may be) such a committee duly convened and held and may consist of several documents in the like form each signed by one or more Council Members

24. SECRETARY

- 24.1 Subject to the provisions of the Statutes, the Secretary or such other title as determined by the Directors may be appointed by the Directors for such term and upon such conditions as they may think fit The remuneration of the

Secretary shall be determined by the Chief Executive, or in his absence or failure to act, the Directors. Any Secretary so appointed may be removed by the Directors at any time without prejudice to any claim for damages for breach of contract of service between him and the Association. If thought fit, two or more persons may be appointed as joint Secretaries and the Directors may also appoint from time to time on such terms as they think fit, one or more assistant or deputy Secretaries, provided always that no Director may hold office as Secretary where such office is remunerated

24 2 A provision of the Statutes or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as a Director and as, or in place of, the Secretary.

25. **THE PRESIDENT**

25 1 The Directors shall elect one of the Council Members to be a President, provided that any such appointee shall not be the Chief Executive, the treasurer or a Council Member appointed as a director of the Association pursuant to **Article 13.3**. The President of the Association (if any) shall retire from his office after serving for a two year period from the date of his election Any person retiring from office as President shall be eligible for re-election, provided that no person shall be elected President more than twice pursuant to this Article, unless the Directors resolve otherwise by special resolution of the Directors. No person shall in any event be elected as President more than three times.

25 2 The Directors may at any time appoint a Director to fill any casual or other vacancy in the office of President, provided that any such appointee shall not be the Chief Executive or the treasurer of the Association Any such appointment shall not be deemed to be an election for the purposes of **Article 25.1** and shall determine at the earlier of the end of the next following annual general meeting of the Association or on a resolution of the Directors to that effect

25 3 A President shall cease to hold office as such if he ceases for any reason to be a Director (but for his appointment as President) or Council Member Without prejudice to the foregoing, the Directors may in their absolute discretion determine that such President shall be entitled to remain in office until the annual general meeting following his cessation of membership of the Council The Directors may act notwithstanding any vacancy in the office of President

26. **CHIEF EXECUTIVE**

26.1 The senior executive officer of the Association shall be known as the Chief Executive or such other title determined by the Directors and shall be such person as from time to time appointed and/or replaced by the Directors (excluding the then Chief Executive).

26 2 Subject to the directions from time to time of the Directors and save as otherwise provided in these Articles, the Chief Executive shall have general control of the business of the Association, the appointment, dismissal and terms of employment of its staff and shall perform such other functions as may from time to time be referred to him by the Board (with the authority of the Directors) or by any committee of the Board or any sub-committee of any such committee

26 3 The remuneration of the Chief Executive will from time to time (subject to the provisions of any agreement between him and the Association) be fixed by a sub-committee of the Board.

26 4 The Directors shall have the power to appoint the Chief Executive or any other official of the Association to represent the Association on any organisation or body in which the Association or any of its members is interested.

27 **AUDITORS APPOINTMENT AND RE-APPOINTMENT**

27.1 Auditors must be appointed for each financial year of the Association Other than the Association's first financial year, the appointment must be made in the period for appointing auditors as defined in section 485 of the 2006 Act.

27 2 The Auditors shall cease to hold office at the end of the next period for appointing auditors unless and until they are re-appointed by the Members in accordance with section 485(4) of the 2006 Act

28. **THE SEAL**

28.1 If the Association has a seal, it shall only be used with the authority of the Directors or of a committee constituted pursuant to **Article 12.6** which is comprised entirely of the Directors The Directors may determine who shall sign any instrument to which the seal is affixed and, unless otherwise so determined, every instrument to which the seal is affixed shall be signed by one Director whose signature shall be attested in the presence of a witness or by one Director and the Secretary or by two Directors

28.2 The Directors may resolve (if such is lawful) that the Association shall not have a Seal.

29 **ACCOUNTS**

No member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Directors or by ordinary resolution of the Association

30 **NOTICES**

30 1 Any notice to be given to or by any person pursuant to these Articles (other than a notice calling a meeting of the Directors) shall be in writing and sent to an

address for the time being notified for that purpose to the person giving the notice

- 30.2 The Association may give any notice to a member either personally or by sending it by first class post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or subject to his consenting by giving it in electronic form to an address for the time being notified to the Association by the member. A member who gives to the Association an address either within or outside the United Kingdom at which notices may be given to him, or an address to which notices may be sent in electronic form, shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.
- 30.3 A member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called
- 30.4 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 24 hours after the envelope containing it was posted or, in the case of a notice contained in electronic form, at the expiration of 24 hours after the time it was sent
- 30.5 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom the Association is unable effectively to convene a general meeting by notices sent through the post, a general meeting may be convened by a notice advertised in at least one national daily newspaper and such notice shall be deemed to have been duly served on all members entitled thereto at noon on the day when the advertisement appears. In any such case the Association shall send confirmatory copies of the notice by post if at least 7 days prior to the meeting the posting of notices to addresses throughout the United Kingdom again becomes practicable.

31. **WINDING UP**

If upon the winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, 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 Association under or by virtue of this Article, such institution or institutions to be determined by the members of the

Association at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

32 INDEMNITIES FOR DIRECTORS, COUNCIL MEMBERS AND OTHERS

32.1 Subject to the provisions of, and so far as may be permitted by, the 2006 Act but without prejudice to any indemnity to which the person concerned may be otherwise entitled, the Association may indemnify every Director, Council Member, alternate Director, Secretary or other officer of the Association against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or the exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, including any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust in relation to anything done or omitted to be done or alleged to have been done or omitted to be done by him as a Director, Council Member, alternate Director, Secretary or other officer of the Association and against any such liability incurred by him in connection with the Association's activities as trustee of an occupational pension scheme as defined in section 235(6) of the 2006 Act

32.2 The Directors may buy and maintain at the cost of the Association insurance cover for or for the benefit of every Director, Council Member, alternate Director, Secretary or other officer of the Association or of any associated body corporate (as defined in section 256 of the 2006 Act) against any liability which may attach to him in respect of any negligence, default, breach of duty or breach of trust by him in relation to the Association (or such associated body corporate), including anything done or omitted to be done or alleged to have been done or omitted to be done by him as a Director, Council Member, alternate Director, auditor, Secretary or other officer of the Association or associated body corporate.

32.3 Subject to the provisions of, and so far as may be permitted by, the Statutes, the Association shall be entitled to fund the expenditure of every Director, Council Member, alternate Director or other officer of the Association incurred or to be incurred:

32.3.1 in defending any criminal or civil proceedings; or

32.3.2 in connection with any application under sections 661(3), 661(4) or 1157 of the 2006 Act

33 RULES OR BYE-LAWS

33.1 The Directors may from time to time make such rules or bye-laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such rules or bye-laws regulate:

33 1.1 the admission and classification of members of the Association, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;

33 1 2 the conduct of members of the Association in relation to one another, and to the Association's servants,

33 1.3 the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes,

33.1.4 the procedure at general meetings and meetings of the Directors, Council Members and Committees constituted pursuant to **Article 12.6** in so far as such procedure is not regulated by these Articles; and

33 1 5 all such matters as are commonly the subject matter of such rules,

provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in these Articles

33 2 The Association shall have power to alter or repeal the rules or bye-laws referred to in **Article 33.1** and to make additions thereto The Directors shall adopt such means as they deem sufficient to bring to the notice of members all such rules or bye-laws made pursuant to this **Article 33** which, so long as they shall be in force, shall be binding on all members

34 **DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE**

34 1 Where the 2006 Act permits the Association to send documents or notices to its members in electronic form or by means of a website, the documents will be validly sent provided the Association complies with the requirements of the 2006 Act.

34.2 Subject to any requirement of the 2006 Act, only such documents and notices as are specified by the Association may be sent to the Association in electronic form to the address specified by the Association for that purpose and such documents or notices sent to the Association are sufficiently authenticated if the identity of the sender is confirmed in the way the Association has specified.

35 **REGISTERED OFFICE**

The Association's registered office is to be situated in England and Wales

36 **LIABILITY OF MEMBERS**

36 1 The liability of members is limited to each member paying a maximum of £100 in the event that the Association becomes insolvent.

APPENDIX 2

Proposed Council Members

Stuart Arnott

Martin Ashcroft

Brian Austin

Will Barton

Tony Bastock

Paul Booth

John Bush

Martin Dawkins

April Feick

Gordon Grant

Torben Jensen

Allan Laing

Xavier le Mintier

Rob Margetts

Brian Murphy

David Prest

Harry Swan

Chris Tane

Dave Topliffe

Dave Tudor

Bob Tyler

Johanna West

Adrian Whitfield