Company Number 860702



Articles of Association

Of

Chemical Industries Association Limited

Incorporated on 5 October 1965
Adopted by special resolution passed on 21 November 2013 and amended by special resolutions passed on 3 March 2016, 2 March 2017, 1 December 2021 and 14 February 2023.

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THE COMPANIES ACT 1985 AND 2006

A 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 resolutions passed on 3 March 2016, 3 March 2017, 1 December 2021 and 14 February 2023.

1 PRELIMINARY

1.1 These Articles shall be the regulations of the Association to the exclusion of all model articles and regulations contained in the Statutes.

2 DEFINITIONS AND INTERPRETATION

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

2006 Act	the Companies Act 2006 (as amended from time to time)
the Annual Subscription Day	30 June in every year or such other day as the Board may by Board Special Resolution from time to time prescribe
these Articles	these Articles of Association, as from time to time altered by Special Resolution
Associate Member	an associate member of the Association which meets any eligibility requirements and is admitted to associate membership of the Association in accordance with these Articles
Association	Chemical Industries Association Limited
Board	the board of Directors from time to time
Board Special Resolution	a resolution passed by a majority of not less than three-fourths of the Directors entitled to vote at a Board meeting or in writing
Chemical Industry	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 Board Special Resolution determine

Chief Executive	the chief executive of the Association
Committee	any committee, sub-committee, strategy group, 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
company	any body corporate and shall be deemed to include any firm or partnership for the purposes of these Articles
Connected	in relation to a Director has the meaning given in section 252 of the 2006 Act
Council	the council of the Association from time to time
Council Member	the members of the Council from time to time
Council Special Resolution	a resolution passed by a majority of not less than three fourths of Council Members entitled to vote at a Council meeting
Directors	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	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
Executive Committee	a committee formed under **Article 11.3 to 11.4**
First Tier	the twelve Members 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	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	the valid appointment of a receiver, manager, administrator or liquidator, the passing of a resolution for winding up or an order of a court to that effect, or any composition or arrangement with creditors, or a voluntary arrangement under section 1 of the Insolvency Act 1986
Member	a company which meets any eligibility requirements and is admitted to membership of the Association in accordance with these Articles
Minimum Annual Subscription	the minimum annual subscription payable by a Member or applicant for membership in accordance with **Article 3.6**
Month	calendar month

office	the registered office of the Association
Ordinary Resolution	a resolution passed by a simple majority of the Members in accordance with section 282 of the 2006 Act
President	has the meaning given in **Article 15.8**
qualified representative	an individual with appropriate qualification and experience who has been nominated by a Member to be its representative and whose nomination is approved by the Council
Regulations	any regulations, rules or bye-laws established by the Board under **Article 10.10** as amended from time to time
seal	the common seal of the Association (if any)
Second Tier	those Members 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	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	a resolution passed by a majority of not less than 75% of the Members in accordance with section 283 of the 2006 Act
the Statutes	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	a subsidiary and/or subsidiary undertaking of a company as each of the terms are defined in the 2006 Act
Third Tier	all Members apart from those members in the First Tier or Second Tier as determined by the Secretary
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 at the date of adoption of these Articles.

2.3 Words importing any gender include all genders.

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 Members are those companies which are admitted to membership in accordance with these Articles and have their names entered into the register of Members.

3.2 Every company which wishes to become a Member shall submit an application for membership in such form as the Board requires and will agree to be bound by these Articles. No company will be admitted as a Member unless its application is approved by the Board.

3.3 The Board has absolute discretion in determining whether to accept, reject or postpone any application for membership and shall not be bound to assign any reason for its decision.

Eligibility for membership

3.4 No company 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 subsidiary which is itself engaged in the Chemical Industry.

3.5 There shall be no joint membership and membership (including the rights and privileges of membership) is not transferable or transmissible.

Subscription

3.6 Each Member, and each applicant for membership as a condition of membership (and prior to being admitted to membership), shall pay to the Association an annual subscription. The Board may from time to time determine all the terms upon which annual subscriptions will apply and be payable.

3.7 In setting the level of annual subscription the Board may in their discretion stipulate the minimum levels of annual subscription.

3.8 Subject to **Articles 3.6** and **3.7,** the Chief Executive may in his absolute discretion create individual subscription arrangements for longer term Members.

3.9 If a company ceases to be a Member, it will not have any interest in or claim against the funds or property of the Association and shall not be entitled to repayment either in whole or in part of any sum previously paid by it by way of annual subscription.

3.10 Where a Member is in arrears with its annual subscription at the date it ceases to be a Member, all such arrears shall remain fully due and payable by it to the Association.

Powers of the Board regarding membership

3.11 The Board shall have full power and discretion at any time to:

3.11.1 require any Member (or applicant for membership) to provide evidence of eligibility for membership pursuant to **Article 3.4;**

3.11.2 determine in such manner as it thinks fit whether any Member (or applicant for membership) fulfils the eligibility requirements set out in **Article 3.4;** and

3.11.3 require any Member to provide 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 provisions of these Articles) which may subsequently become payable by such Member in respect of any future year or years.

Change to Members' particulars

3.12 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 it was admitted to membership or any other information which must be kept on the register of Members.

Associate membership

3.13 The Board shall be entitled from time to time at its discretion to admit Associate Members, on such terms and conditions regarding subscription payable or otherwise as it sees fit.

3.14 In order to be eligible for Associate membership, a company 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.

3.15 Associate Members shall be entitled to such services afforded by the Association as the Board may from time to time determine. For the avoidance of doubt, for the purposes of these Articles and the Statutes, Associate Members shall not be Members.

Termination

3.16 A Member shall cease to be a Member with immediate effect where:

3.16.1 it suffers an Insolvency Event;

3.16.2 it 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;

3.16.3 its annual subscription is in arrears for more than six months, and the Board declares that its membership should cease;

3.16.4 the Board determines that the Member no longer fulfils the eligibility criteria set out in **Article 3.4;** or

3.16.5 at a Board meeting it is resolved by Board Special Resolution that it is not in the interests of the Association for that Member to remain a Member (provided that such Member has been given twenty-one clear days' notice of the intention to propose the Board Special Resolution and has been given the opportunity to make representations at that meeting).

4 GENERAL MEETINGS

4.1 The Board may call any general meeting as it shall in its absolute discretion decide, to be held at such time and place as the Board decides.

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 may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

4.3 The Members may also call a general meeting of the Association in accordance with the provisions of sections 303 to 305 of the 2006 Act.

4.4 Subject to the 2006 Act, the Directors shall, on the requisition of the Members, give notice of any resolution which is proposed and is intended to be passed at a 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, 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 general meeting by, any person entitled to receive notice shall not invalidate the proceedings at that general meeting.

5.5 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 qualified representative of a Member or a proxy for a Member shall be a quorum, save that if and for so long as the Association has only one 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 such other day, time and place as the Board may determine. If at the adjourned general meeting a quorum is not present within half an hour from the time appointed the Member or Members present, by qualified representative or by proxy, 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 general meeting from which the adjournment took place.

6.3 The President shall preside as chair at every general meeting of the Association, or if there is no President, 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 Directors present shall elect another Director who is willing to act, to chair the meeting.

6.4 If at any meeting no Director is willing to act as chair, 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 chair the meeting.

6.5 Directors and Council Members shall be entitled to attend and speak at any general meeting.

6.6 The President may invite any person to attend and speak at general meetings whom the President 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 President may invite any person who has been nominated by a Member to attend and, if the President considers it appropriate, to speak at general meetings.

Security and Conduct

6.7 The Board may direct that persons wishing to attend general meetings should submit to such searches, security arrangements and restrictions as the Board shall consider appropriate in the circumstances. The Board shall be entitled in its absolute discretion, or may authorise one or more persons (who may include a Member or the Secretary or the chair 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 chair of the meeting shall take such action or give such directions as he thinks fit to promote the orderly conduct of the meeting as laid down in the notice of the meeting. The chair of the meeting'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 chair of the meeting may, with the consent of any general 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 the 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 chair of the meeting; 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 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 chair of the meeting 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 chair of the meeting 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 chair of the meeting 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 chair of the meeting 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 chair of the meeting 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 MEMBERS

7.1 On a written resolution, every Member has one vote. On a show of hands, every Member present by a qualified representative and every proxy for a Member (or Members) has one vote. On a poll every Member present whether by qualified representative or by proxy (as the case may be) has one vote.

7.2 No Member shall be entitled to vote at any general meeting unless all moneys presently payable by it to the Association, pursuant to any Regulations authorised by the Directors under **Article 10.10** or otherwise, have been paid.

7.3 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 chair of the meeting whose decision shall be final and conclusive.

Appointment of Proxy

7.4 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in such form which is usual or which the Directors may approve and may afford Members an opportunity of instructing the proxy how he shall act, where this is desired by the Directors.

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

7.6 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:

7.6.1 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

7.6.2 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

7.6.3 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 chair 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,

7.6.4 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:

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

(b) in any form of proxy appointment sent out by the Association; or

(c) 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 chair of that meeting or to the Secretary or to any Director.

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

7.7 In calculating the time periods in **Article 7.6,** no account shall be taken of any part of a day that is not a working day.

7.8 A vote given or poll demanded by proxy or by the qualified representative of a Member 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

9.1 Unless otherwise determined by Ordinary Resolution, the number of Directors shall not be more than eleven nor fewer than two, and shall include the following Directors:

9.1.1 the Chief Executive;

9.1.2 the President;

9.1.3 if appointed, the treasurer of the Association; and

9.1.4 up to eight persons appointed and/or replaced by the Council in accordance with **Article 12.2.**

10 POWERS OF DIRECTORS

10.1 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 10.1** shall not be limited by any special power given to the Directors by these Articles and a Board meeting at which a quorum is present may exercise all powers exercisable by the Directors.

10.2 Without limitation, the Directors shall be responsible for:

10.2.1 the overall governance of the Association;

10.2.2 the admission and expulsion of Members and Associate Members;

10.2.3 approving the annual accounts and receiving regular financial updates;

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

10.2.5 taking decisions on acquisitions and sales of new and existing parts of the Association;

10.2.6 forming remuneration, audit and other Committees for the purposes of good corporate governance;

10.2.7 forming strategy groups (sub-committees) to manage Association policy areas {which may comprise persons other than Directors);

10.2.8 appointing Directors to chair each strategy group;

10.2.9 deciding Association policy positions on the recommendation of strategy groups;

10.2.10 appointing and replacing the President;

10.2.11 if the Board so determines, appointing and replacing a treasurer to oversee and report on the Association's finances; and

10.2.12 appointing and replacing a Chief Executive.

Power to pay expenses and to borrow

10.3 The Directors may authorise the repayment by the Association to the Directors, 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 Board meeting, 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.

10.4 The Directors may pay all the expenses of (including those preliminary and incidental to) the promotion of the Association as they think fit.

10.5 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

10.6 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 Associate Members

10.7 The Directors shall have power from time to time to constitute and reconstitute any group or section of Members and/or Associate Members (whether or not the membership of such group or section overlaps with any other such group or section of Members and/or Associate Members) if in its absolute discretion it considers that such group or section will comprise Members and/or Associate Members 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 to time determine and vary the qualification for and terms and conditions of inclusion in any such group or section.

10.8 A group or section of Members and/or Associate Members shall have the function of watching over the special interests of the Members and/or Associate Members of such group or section, and of making representations and recommendations to the Directors with regard to tho_se special interests.

10.9 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 11,** the Directors may make provision for the delegation or sub-delegation by the Directors or by Committees of the Directors, to any committee wholly or in part consisting of, or controlled by, or representative of, any group or section of Members and/or Associate Members. The Directors may delegate or sub-delegate such powers and functions as in the opinion of the Directors involve the special or peculiar interests of such groups or sections, and the terms and conditions on which such delegation or sub-delegation shall take place, and all matters regulating the governance arrangements for such groups and sections. 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

10.10 The Directors may, from time to time, make Regulations in respect of any matters which in the opinion of the Directors require regulation or which they deem necessary or expedient or convenient for the proper conduct and management of the Association and all such Regulations shall be binding upon all Members, Directors, Council Members and members of Committees (as applicable) provided always that no such Regulation is inconsistent with these Articles.

10.11 The Association shall have power to alter or repeal the Regulations and to make additions thereto. The Directors shall adopt such means as they deem sufficient to bring to the notice of Members all such Regulations which, so long as they shall be in force, shall be binding on all Members and/or Associate Members.

11 DELEGATION OF DIRECTORS' POWERS

11.1 The Directors shall not be entitled to delegate any power exercisable only by Board Special Resolution, or any power conferred on the Directors by **Article 3.11.**

Individual Directors

11.2 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. The Board shall determine whether such powers may be

exercisable by such a Director 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

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

11.4 The Board may delegate the following non-exhaustive list of powers to the Executive Committee:

11.4.1 preparation of Directors' meetings, including approval of agenda and presentation of agenda items;

11.4.2 the day to day management and operation of the Association; and

11.4.3 preparation of any minutes, documents, agendas and reports prior to and following each meeting of the Directors.

Other Committees and the Chief Executive

11.5 Subject to **Article 11.1,** the Directors may delegate any other of their powers to:

11.5.1 any Committee to the extent that such delegation is not an improper delegation of powers; or

11.5.2 the Chief Executive (for the time being) or any Director holding any other executive office.

11.6 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) 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.

11.7 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.

11.8 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.

11.9 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.

12 APPOINTMENT AND RETIREMENT OF DIRECTORS

12.1 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).

12.2 A majority of Council Members appointed by:

12.2.1 the First Tier may appoint and/or replace at meetings of such Council Members up to three such Council Members or former Council Members as Directors from time to time;

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

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

and such appointment(s) and/or replacement(s) shall be effective on notice to the Association.

12.3 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 12.2)** resign immediately prior to the Council meeting immediately following their appointment.

12.4 A Director appointed in accordance with **Article 12.2** shall serve for a term of five years. After each term of five years a Director must retire but may be reappointed for further terms of five years, and shall not be subject to any maximum term of office.

13 DISQUALIFICATION AND REMOVAL OF DIRECTORS

13.1 The office of a Director shall be vacated if:

13.1.1 he ceases to be a Director by virtue of any provision of the Statutes or these Articles or he becomes prohibited by law from being a Director, or

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

13.1.3 he is, or may be, suffering from mental disorder and he is the subject of a written opinion by a registered medical practitioner who is treating that Director, addressed to the Association, stating that that Director has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

13.1.4 he resigns his office by notice to the Association, or

13.1.5 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

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

13.1.7 in relation to Directors appointed pursuant to **Article 12.2,** he is removed from office by resolution of the Board.

14 DIRECTORS' APPOINTMENTS AND INTERESTS

14.1 Subject to the provisions of the Statutes, and provided that he has disclosed to the Directors the nature and extent of any material interest of his (in such manner as the Board decides) a Director notwithstanding his office:

14.1.1 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;

14.1.2 may hold any other office or employment with the Association (other than the office of auditor);

14.1.3 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;

14.1.4 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;

14.1.5 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

14.1.6 (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 14.1.1 to 14.1.5** (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.

14.2 For the purposes of **Article 14.1:**

14.2.1 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;

14.2.2 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

14.2.3 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

14.3 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.

14.4 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 chair of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

15 PROCEEDINGS OF THE DIRECTORS

15.1 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 chair shall have a second or casting vote.

Notice

15.2 Subject to **Article 15.5,** 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 29.**

15.3 Subject to **Article 15.5,** notice of every meeting of the Directors shall be given to all Directors, however, the non-receipt of notice by any Director will not invalidate the proceedings of the Directors.

15.4 With respect to the notice of any meeting or the service of any such notice, the provisions of **Article 29** shall be deemed to apply.

15.5 Notwithstanding anything contained in these Articles (but subject to any Board Special Resolutions) no notice need be given to any Director of any meeting which is held immediately after the conclusion of a general meeting of the Association.

Proceedings

15.6 Any Director may participate in a meeting of the Directors or a Committee constituted pursuant to **Article 11.6** 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 chair of the meeting then is.

15.7 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.

15.8 The President shall be the chair 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 shall preside as chair at every meeting of the Directors at which he is present But, if there is no Director holding that office, or if the President 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 chair of the meeting.

15.9 All acts done by any meeting of the Directors or of a Committee constituted pursuant to **Article 11.6,** 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.

15.10 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 11.6** 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).

15.11 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:

15.11.1 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

15.11.2 notwithstanding **Article 15.11.1,** if the meeting is still inquorate then it must be adjourned to enable the Members 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.

16 MINUTES OF MEETINGS OF DIRECTORS AND COUNCIL MEMBERS

The Directors shall cause minutes to be made and kept for the purposes:

16.1 of recording the names and addresses of all Members;

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

16.3 of all proceedings at meetings of the Association and of the Directors, Council Members and of Committees constituted pursuant to **Article 11** including the names of Directors, Council Members and Members (as appropriate) present at each such meeting.

COUNCIL

17 NUMBER OF COUNCIL MEMBERS

Unless otherwise determined by Ordinary Resolution, the number of Council Members shall not be more than 32, and shall consist of:

17.1 up to twelve qualified representatives, one nominated by each of the twelve First Tier Members to the Council,

17.2 up to twelve qualified representatives nominated and elected from the Second Tier Members to the Council in accordance with these Articles,

17.3 up to six qualified representatives nominated and elected from the Third Tier Members to the Council in accordance with these Articles;

17.4 the President; and

17.5 the Chief Executive.

18 COUNCIL MEETINGS

18.1 The Council shall hold at least three meetings in each calendar year.

18.2 The Council's meetings shall be held at such times and dates as the Board determines from time to time.

19 POWERS AND RESPONSIBILITIES OF COUNCIL MEMBERS

19.1 The Council shall be an advisory forum for the Directors to liaise with the Members. 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.

19.2 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:

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

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

20 APPOINTMENT AND RETIREMENT OF COUNCIL MEMBERS

First Tier members to Council

20.1 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

20.2 If the number of nominations by the Second Tier Members for the seats on the Council under **Article 17.2** does not exceed the number of vacancies, the qualified representatives 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 20.2)** 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 qualified representatives 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.

20.3 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 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 qualified representatives 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

20.4 The provisions of **Articles 20.2** and **20.3** shall apply to the election, by the Third Tier Members, of Third Tier qualified representatives to the Council in the same manner as they apply to the election, by the Second Tier Members, of Second Tier qualified representatives to the Council.

Appointment of other Council Members

20.5 Subject as aforesaid, the Association may by ordinary resolution appoint a qualified representative who is willing to be a Council Member either to fill a vacancy, or as ari additional Council Member in the same manner as set out at **Article 20.8.**

20.6 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.

20.7 The Council may, from time to time and at any time (but subject to a maximum number of Council Members set out in **Article 17),** appoint a qualified representative of any Member as a Council Member, to fill a casual vacancy, or by way of addition to the Council in accordance with **Article 20.8.** Any Council 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

20.8 The Council may from time to time (in addition to the maximum number of Council Members set out in **Article 17)** appoint as Council Members not more than a total of twelve persons from:

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

20.8.2 other trade associations representing the Chemical Industry;

20.8.3 other industries which the Council considers are similar to the Chemical Industry; and/or

20.8.4 the Chairmen of up to six of the Committees described in **Article 10.9** (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

20.9 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

20.10 A person appointed as a Council Member by the First Tier, Second Tier or Third Tier must be (respectively) a qualified representative of a First Tier Member, Second Tier Member or Third Tier Member.

21 DISQUALIFICATION AND REMOVAL OF COUNCIL MEMBERS

21.1 Subject to the procedure set out in **Articles 21.2 to 21.4,** the office of a Council Member shall be vacated if:

21.1.1 he ceases to be a Council Member by these Articles; or

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

21.1:3 he is the subject of a written opinion by a registered medical practitioner who is treating that Director, addressed to the Association, stating that that Director has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

21.1.4 he resigns his office by notice to the Association; or

21.1.5 the Member for whom he is a qualified representative ceases to be a Member of the relevant Tier under which he was appointed to the Council or he ceases to be a qualified representative of that Member (for whatever reason); or

21.1.6 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.

Terms of Office for Council Members

21.2 Subject to **Article 21.1** a Council Member elected at a general meeting in accordance with **Article 20.1, 20.2 or 20.4** shall serve for a term of five years. After each term of five years a Council Member must retire but may be re-elected for further terms of five years in accordance . with **Article 20.1, 20.2 or 20.4** (as applicable), and shall not be subject to any maximum terms of office.

21.3 The Association shall notify a Council Member that they will retire pursuant to **Article 21.2** no fewer than 30 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).

21.4 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 qualified representative to be a Council Member in his place subject to that person having consented in writing to his appointment.

22 PROCEEDINGS OF THE COUNCIL MEMBERS

22.1 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 chair shall have a second or casting vote.

Notice

22.2 Subject to **Article 22.5** below, not fewer than four clear days' notice in writing shall be given of every meeting of the Council, unless a majority of the Council Members indicate their willingness to accept shorter notice of a meeting of the Council, subject to any provision to the contrary in **Article 29.**

22.3 Subject to **Article 22.5** below, notice of every meeting of the Council shall be given to all Council Members. However, the non-receipt of notice by any Council Member will not invalidate the proceedings of the Council.

22.4 With respect to the notice of any meeting or the service of any such notice, the provisions of **Article 29** shall be deemed to apply.

22.5 Notwithstanding anything contained in these Articles (but subject to any Council Special Resolutions) no notice need be given to any Council Member of any meeting which is held immediately after the conclusion of a general meeting of the Association.

Proceedings

22.6 The provisions of **Articles 15.6 to 15.10** which apply to Directors and Board meetings shall apply equally to Council Members and Council meetings (except where the context deems this inappropriate) as if all references to Directors were references to Council Members and all references to Board meetings were references to Council Meetings.

23 SECRETARY

23.1 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.

23.2 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.

24 THE PRESIDENT

24:1 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 12.3.** The President (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 Board Special Resolution. No person shall in any event be elected as President more than four times.

24.2 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 24.1** 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

24.3 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.

25 CHIEF EXECUTIVE

25.1 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).

25.2 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.

25.3 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.

25.4 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.

26 AUDITORS APPOINTMENT AND RE-APPOINTMENT

26.1 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.

26.2 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.

27 THE SEAL

27.1 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 11.6** 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.

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

28 ACCOUNTS

28.1 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.

29 NOTICES

29.1 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.

29.2 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 its registered address or by leaving it at that address or subject to it 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 it, or an address to which notices may be sent in electronic form, shall be entitled to have notices given to it at that address, but otherwise no such Member shall be entitled to receive any notice from the Association.

29.3 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.

29.4 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

29.5 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.

30 WINDING UP

30.1 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, 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 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.

31 INDEMNITIES FOR DIRECTORS, COUNCIL MEMBERS AND OTHERS

31.1 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, 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, 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.

31.2 The Directors may buy and maintain at the cost of the Association insurance cover for or for the benefit of every Director, Council Member, 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, auditor, Secretary or other officer of the Association or associated body corporate.

31.3 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, or other officer of the Association incurred or to be incurred:

31.3.1 in defending any criminal or civil proceedings; or

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

32 DOCUMENTS SENT IN ELECTRONIC FORM OR BY MEANS OF A WEBSITE

32.1 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.

32.2 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.

33 REGISTERED OFFICE

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

34 LIABILITY OF MEMBERS

34.1 The liability of Members is limited to each Member paying a maximum of £100 in the event that the Association becomes insolvent.