

**THE COMPANIES ACTS 1948 - 1967**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**FRIENDS OF THE EARTH LIMITED**

**(As amended by Special Resolution passed on 6 December 1994 and 8 December 2002)**

**GENERAL**

1. In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof if not inconsistent with the subject or context:

The Act	The Companies Act 1948.
These presents	These Articles of Association and the regulations of the Association from time to time in force.
The Association	The above-named Company.
Directors	Directors for the time being of the Association.
The Office	The registered office of the Association.
The Seal	The common seal of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar month.
In writing	Written printed or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender and

Words importing persons shall include corporations.

Subject as aforesaid any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall if not inconsistent with the subject or context bear the same meanings in these presents.

2. The number of members with which the Association proposes to be registered is twenty-five but the Directors may from time to time register an increase of members.
3. The provisions of Section 110 of the Act shall be observed by the Association and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The Association is established for the purposes expressed in the Memorandum of Association.

### **MEMBERSHIP**

5. (a) The Executive Director appointed pursuant to Article 72A and such other persons as the Directors shall admit to membership in accordance with the provisions herein contained shall be members of the Association.  
(b) The Directors may in their absolute discretion admit persons to honorary membership with all the rights and privileges of membership.  
(c) The Directors may in their absolute discretion create one or more categories of members who shall not be entitled to vote at General Meetings and who shall have such rights and privileges as the Directors may determine and a person becoming a member as aforesaid shall be called "a Friend of the Earth".
6. Every application for admission to membership of the Association shall be in writing signed by the applicant or where the applicant is a corporation by some person authorised in that behalf by the applicant and shall be delivered at the Office. Upon receipt of any such application the Directors may accept the same and admit the applicant to membership of the Association accordingly or may in their absolute discretion and without assigning any reason decline such application.
7. No firm or other unincorporated association may as such become a member of the Association but any firm or other unincorporated association may nominate one of its members to act as its representative apply in its name for membership and sign the application as its representative and exercise the rights of membership on its behalf. Every person so applying for membership shall be subject to the same rules and regulations concerning admissions and otherwise as any person not so nominated and shall if admitted to membership have the same rights and be subject to the same liabilities and incidents as any person not so nominated subject however to the provision of Article 9 hereof. The firm or other unincorporated association shall deposit with the Directors the nomination of such application for membership and shall give all information that may be reasonably required by the Directors regarding such applicant.
8. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such member and subject to the consent of the Directors nominate another representative in his place. Upon receipt by the Directors of any such revocation such member shall ipso facto cease to be a member of the Association or to act or be entitled to act or be recognised as a representative of such firm or association and any person nominated in his place shall if duly approved by the Directors be and become a member of the Association as the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid. All nominations and revocations mentioned in Articles 7 and 8 hereof shall be in writing signed by all the members of the firm or other unincorporated association.
9. A Corporation being a member shall nominate a person to act as its representative in the manner provided in Section 139 of the Act. Such representative shall have the right on behalf of the Corporation (and to the extent only to which the Corporation would if an individual be entitled to do so) to attend meetings of the Association and vote thereat and generally exercise all rights of membership on behalf of the Corporation. A Corporation may from time to time revoke the nomination of such representative and

nominate another representative in his place. All such nominations and revocations shall be intimated to the Association in writing.

10. It shall be lawful for any person being a member of the Association to guarantee any larger sum than One pound by executing a bond or subscription contract with the Association to that effect or to pay an annual subscription or other contribution in excess of One pound to the Association.
11. The Directors may prescribe and may from time to time vary an entrance fee to be payable on admission to membership and may prescribe and from time to time vary an annual subscription and other periodical contributions to be payable by every member and any entrance fee or annual subscription or contribution for the time being so prescribed shall be payable accordingly.
12. Every member of the Association shall be bound while he is a member:-
  - (a) to pay the Association such entrance fee (if any) and such annual subscriptions and contributions as shall from time to time be prescribed by the Directors
  - (b) to observe the provisions of these presents and of the Memorandum of Association and of the rules and regulations of the Association for the time being in force.
13. A Any members shall forthwith cease to be a member upon the happening of any of the following events that is to say:-
  - (i) If the member being an individual becomes or being the representative of an unincorporated body that body becomes bankrupt or compounds with his or its creditors generally or being a corporation a liquidator is appointed or the corporation otherwise ceases to carry on business.
  - (ii) If the member being an individual becomes of unsound mind.
  - (iii) If the Association in General Meeting called for that purpose and at which the member concerned shall first have been given a reasonable opportunity to speak on his own behalf resolve that the member's membership be determined.
  - (iv) If being a representative of an unincorporated body his nomination is revoked by that unincorporated body by writing delivered at the Office.
  - (v) If being the Executive Director appointed pursuant to Article 72A he is removed or resigns from office.
- B A member may withdraw from membership by giving notice in writing under his hand (or in the case of a Corporation under the hand of some person authorised by it in that behalf) to the Secretary at least one month before the expiration of any financial year.
14. Any person shall upon payment of any annual subscription to be determined by the Directors become qualified to be "a Friend of the Earth" upon such terms and conditions as the Directors may from time to time determine.

### **GENERAL MEETINGS**

15. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Directors and shall specify the meeting as such in the notices calling it provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

16. The Directors may whenever they think fit convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition or in default may be convened by such requisitionists as provided by Section 132 of the Act.
17. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
18. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given) specifying the place the day and the hour of the meeting and in the case of special business the general nature of that business shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association but with the consent of all the members having the right to attend and vote thereat or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings a meeting may be convened by such notice as those members may think fit.
19. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by any person entitled to receive notice thereof shall not invalidate any resolution passed or proceedings had at any meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

20. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Directors and of the auditors the election of Directors in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.
21. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two members personally present shall be a quorum.
22. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place or at such other place as the Directors may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
23. The President of the Association or his nominee shall be entitled to preside failing whom the Chairman (if any) of the Directors shall preside as Chairman at every General Meeting but if there be no such Chairman or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside the members present shall choose one of the Directors of the Association or if no such member be present or if all the Directors present decline to take the Chair they shall choose some member of the Association who shall be present to preside.
24. 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as

aforesaid the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

25. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is before or on the declaration of the result of the show of hands demanded by the Chairman or by at least three members present in person or by proxy or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting and unless a poll be so demanded a declaration by the Chairman 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
26. Subject to the provisions of Article 27 if a poll be demanded in manner aforesaid it shall be taken at such time and place and in such manner as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
27. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.
28. In the case of an equality of votes whether on a show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.
29. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

#### **VOTES OF MEMBERS**

30. Every member shall have one vote.
31. Save as herein expressly provided no member other than a member duly registered who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership shall be entitled to vote on any question either personally or by proxy or as a proxy for another member at any General Meeting.
32. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote but a proxy for a corporation may vote on a show of hands. A Corporation may vote by its duly authorised representative appointed as provided by Section 139 of the Act. A proxy need not be a member.
33. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation under its common seal if any and if none then under the hand of some officer duly authorised in that behalf.
34. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the Office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
35. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the

proxy was executed provided that no intimation in writing of the death insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

36. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:-

"I  
of  
a member of "FRIENDS OF THE EARTH LIMITED" hereby  
appoint  
of  
and failing him  
of  
to vote for me and on my behalf at the (annual or Extraordinary or Adjourned as the case  
may be) General Meeting of the Association to be held on the     day  
of                             20     and at every adjournment thereof.

As witness my hand this                             day of                             20     ."

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

#### **HONORARY OFFICES**

37. The Directors may on behalf of the Association accept the patronage of a public figure known to be sympathetic with the objects of the Association.
38. The Directors may from time to time appoint any person (whether or not a member of the Association) to be President of the Association until he shall resign such office or until the Association shall by Ordinary Resolution so determine. The President may at any time appoint in writing any person to preside in his stead at General Meetings.
39. The Directors may from time to time appoint any person (whether or not a member of the Association) as a Vice-President. A Vice-President shall hold office until he shall resign or until the Association shall by Ordinary Resolution so determine. A Vice-President shall be entitled to receive all general notices sent out by the Association to its members and shall be entitled to attend and speak (but not vote) at General Meetings.

#### **DIRECTORS**

40. Until otherwise determined by a General Meeting the number of the Directors shall not be less than three nor more than twenty.
41. The first Directors shall be appointed in writing by the subscribers to the Memorandum of Association.
42. Any provisions of the Statutes which subject to the provisions of these presents would have the effect of rendering any person ineligible for appointment as a Director or liable to vacate office as Director on account of his having reached any specified age or of requiring special notice or any other special formality in connection with the appointment of any Director over a specified age shall apply to the Association.
43. The office of a Director shall be vacated in any of the following events namely:-
- (a) If he shall become prohibited by law from acting as a Director.

- (b) If he shall resign by writing under his hand left at the office or if he shall tender his resignation and the Directors shall resolve to accept the same.
- (c) If he shall have a receiving order made against him or shall compound with his creditors generally.
- (d) If he shall become of unsound mind.
- (e) If he shall be absent from meetings of the Directors for six months without leave and the Directors shall resolve that his office be vacated.

44. At each Annual General Meeting one-third of the Directors for the time being (or if their number is not a multiple of three the number nearest to but not greater than one-third) shall retire from office. Provided that no Director holding office as Managing or Joint Managing Director or holding for a fixed term any other executive office subject to termination if he ceases from any cause to be a Director shall be subject to retirement by rotation or be taken into account in determining the number of Directors to retire. A Director retiring at a meeting shall retain office until the close or adjournment of the meeting.
45. The Directors to retire at any Annual General Meeting pursuant to the preceding Article shall include (so far as necessary to obtain the number required) any Director who by reason of age is due to retire at that Meeting and any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment and so that as between persons who become or were last re-elected Directors on the same day those to retire shall (unless they otherwise among themselves) be determined by lot. A retiring Director shall be eligible for re-election.
46. The Association at the meeting at which a Director retires under any provision of these presents may by Ordinary Resolution fill up the vacated office by electing thereto the retiring Director or some other person eligible for appointment. In default the retiring Director shall be deemed to have been re-elected except in any of the following cases:-
- (A) Where at such meeting it is expressly resolved not to fill up such vacated office or a resolution for the re-election of such Director is put to the meeting and lost.
  - (B) Where such Director has given notice in writing to the Association that he is unwilling to be re-elected.
  - (C) Where such Director has attained any retiring age applicable to him as Director.
47. A resolution for the appointment of two or more persons as Directors by a single resolution shall not be moved at any General Meeting unless a resolution that it shall be so moved has first been agreed to by the meeting without any vote being against it; and any resolution moved in contravention of this provision shall be void.
48. No person other than a Director retiring at the meeting shall unless recommended by the Directors be eligible for election to the office of Director at any general meeting unless, not less than three nor more than twenty-one days before the date appointed for the meeting, there shall have been left at the office notice in writing signed by a member duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected.
49. The Company may in accordance with and subject to the provisions of the Statutes by Ordinary Resolution of which special notice has been given remove any Director before the expiration of his period of office notwithstanding any provision of these presents or of any Agreement between the Association

and such Director but without prejudice to any claim he may have for damages for breach of any such Agreement and by a like resolution appoint another person in place of a Director so removed from office and any person so appointed shall be treated for the purpose of determining the time at which he or any other Director is to retire by rotation as if he had become a Director on the day on which the Director in whose place he is appointed was last elected a Director. In default of such appointment the vacancy arising upon the removal of a Director from office may be filled by the Directors as a casual vacancy.

50. The Directors shall have power at any time and from time to time to appoint any person to be a Director either to fill a casual vacancy or as an additional Director but so that the total number of Directors shall not at any time exceed the maximum number fixed by or in accordance with these presents. Any Director so appointed shall hold office only until the next Annual General Meeting and shall then be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.
51. A Director who is not a member of the Company shall be entitled to attend and speak at General Meetings.
52. The ordinary remuneration of the Directors shall from time to time be determined by an Ordinary Resolution of the Association and shall (unless such resolution otherwise provides) be divisible among the Directors as they may agree or failing agreement equally except that any Director who shall hold office for part only of the period in respect of which such remuneration is payable shall be entitled only to rank in such division for a proportion of remuneration related to the period during which he has held office.
53. The Directors may repay to any Director all such reasonable expenses as he may incur in attending and returning from meetings of the Directors or of any committee of the Directors or General Meetings or otherwise in or about the business of the Association.
54. The Director who is appointed to any executive office including the office of Chairman or Deputy Chairman or who serves on any committee or who otherwise performs services which in the opinion of the Directors are outside the scope of the ordinary duties of a Director may be paid such extra remuneration by way of salary commission or otherwise as the Directors may determine.
55. The Directors shall have power to pay and agree to pay pensions or other retirement superannuation death or disability benefits to (or to any person in respect of) any Director or ex-Director who may hold or have held any executive office or any office or place of profit under the Company or any of its subsidiaries and for the purpose of providing any such pensions or other benefits to contribute to any scheme or fund or to pay premiums.
56. A Director may contract or be interested in any contract or arrangement with the Association or any other Association in which the Association may be interested and hold any office or place of profit (other than the office of Auditor of the Association) under and he (or any firm of which he is a member) may act in a professional capacity for the Association or any such other Association (unless otherwise agreed) may retain for his own absolute use and benefit all profits and advantages accruing to him therefrom.
57.
  - (a) The Directors may from time to time appoint one or more of their body to be holder of any executive office including the office of Chairman or Deputy Chairman or Managing or Joint Managing Director on such terms and for such period as they may determine.
  - (b) The appointment of any Director to the office of Chairman or Deputy Chairman or Managing or Joint Managing Director shall be subject to termination if he cease from any cause to be a Director but without prejudice to any claim for damages for breach of any contract of service between him and the Company.

(c) The appointment of any Director to any other executive office shall not be subject to termination if he ceases from any cause to be a Director unless the contract or resolution under which he holds office shall expressly state otherwise in which event the termination of his office if he ceases from any cause to be a Director shall be without prejudice to any claim for damages for breach of any contract of service between him and the Association.

58. The Directors may entrust to and confer upon any Director any of the powers exercisable by them as Directors 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.

### **POWERS OF THE DIRECTORS**

59. The business of the Association shall be managed by the Directors who may pay all expenses incurred in promoting and registering the Association and may exercise all such powers of the Association as are not by the Statutes or by these presents required to be exercised by the Association in General Meeting subject nevertheless to any regulations of these presents to the provisions of the Statutes and to such regulations (not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Association in General Meeting but no regulation so made by the Association shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Directors by any other Article.

60. The Directors may exercise all the powers of the Association to borrow money and to mortgage or charge its undertaking and property or any part thereof and to issue debentures debenture stock and other securities whether outright or as security for any debt liability or obligation of the Company or of any third party.

61. The Directors may from time to time and at any time by power of attorney appoint any company firm or person or body of persons whether nominated directly or indirectly by the Directors to be the attorney or attorneys of the Association for such purposes and with such powers authorities and discretions (not exceeding those vested in or exercisable by the Directors under these Articles) and for such period and subject to such conditions as they may think fit and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers authorities and discretions vested in him.

62. All cheques promissory notes drafts bills of exchange and other negotiable instruments and all receipts for monies paid to the Association shall be signed drawn accepted endorsed or otherwise executed as the case may be in such manner as the Directors shall from time to time by resolution determine.

63. The Directors shall cause minutes to be made in books provided for the purpose:-

- (a) of all appointments of officers made by the Directors
- (b) of the names of the Directors present at each meeting of the Directors and of any committee of the Directors
- (c) of all resolutions and proceedings at all meetings of the Association and of the Directors and of committees of Directors.

### **PROCEEDINGS OF DIRECTORS**

64. The Directors may meet together for the despatch of business adjourn and otherwise regulate their meetings as they think fit. Questions arising at any 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. A Director may and the Secretary on the requisition of a Director shall at any time summon a meeting of the Directors. It shall not be necessary to give notice of a meeting of Directors to any Director for the time being absent from the United Kingdom.
65. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be three.
66. Subject to any appointment which may have been made under the provisions of Article 57(a) the Directors may elect one of their number as Chairman and one of their number as Deputy Chairman and in either case determine the period for which he is to hold office.
67. The Chairman failing whom the Deputy Chairman shall preside at any meeting of the Directors but if at any meeting neither of them is present within five minutes after the time appointed for holding the meeting the Directors present may choose one of their number to be Chairman of the meeting.
68. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Association shall declare the nature of his interest in accordance with the provisions of the Statutes.
69. Save as by the next following Article otherwise provided a Director shall not vote in respect of any contract or arrangement in which he is interested (and if he shall do so his vote shall not be counted) nor shall he be counted for the purpose of any resolution regarding the same in the quorum present at the meeting but this Article shall not apply to any of the following matters namely:-
- (a) Any arrangement for giving to him any security or indemnity in respect of money lent by him or obligations undertaken by him for the benefit of the Association.
  - (b) Any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which he himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of security.
  - (c) Any contract by him to subscribe for or underwrite debentures of the Association.
  - (d) Any contract or arrangement with any other Association in which he is interested only as an officer or creditor of or as a shareholder in or beneficially interested in shares of that Association.
  - (e) Any such scheme or fund as is referred to in Article 49 which relates both to Directors and to employees or a class of employees and does not accord to any Director as such any privilege or advantages not generally accorded to the employees to which such scheme or fund relates.

The Association may by Ordinary Resolution suspend or relax the provisions of this Article to any extent (and either generally or in respect of any particular contract arrangement or transaction) or ratify any particular contract arrangement or transaction carried out in contravention of this Article.

70. A Director notwithstanding his interest may be counted in the quorum present at any meeting whereat he or any other Director is appointed to hold any office or place of profit under the Association or whereat the Directors resolve to exercise any of the rights of the Association (whether by the exercise of voting rights or otherwise) to appoint or concur in the appointment of a Director to hold any office or place of profit under any other company or whereat the terms of any such appointment as hereinbefore mentioned

are considered or varied and he may vote on any such matter other than in respect of his own appointment or the arrangement or variation of the terms thereof.

71. The continuing Directors may act notwithstanding any vacancy in their body if and so long as their number is reduced below the number fixed by or pursuant to the Articles of Association as the necessary quorum of Directors the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Association but for no other purpose.
72. The Directors may delegate any of their powers to committees consisting of any combination of directors or co-opted members as they may think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors and shall report back, as soon as possible, to the directors with details of all acts and proceedings of the committee.
- 72A. The directors shall have the power to appoint an individual to be known as the 'Executive Director' who shall not be a member of the board to whom they may delegate responsibility for the day to day management and administration of the Association.
73. A committee may elect a Chairman of its meetings; if no such chairman is elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same the members present may choose one of their number to be chairman of the meeting.
74. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes the Chairman shall have a second or casting vote.
75.
  - (a) All acts done by any meeting of the Directors or of a Committee of Directors 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 such Director or person acting as aforesaid or that they or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a Director.
  - (b) A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.

#### **ALTERNATE DIRECTORS**

76.
  - (a) Any Director may at any time by writing under his hand and deposited at the Office appoint any person to be his alternate Director and may in like manner at any time terminate such appointment. Such appointment unless previously approved by the Directors shall have effect only upon and subject to being so approved.
  - (b) The appointment of an alternate Director shall ipso facto determine (i) if he shall become prohibited by law from acting as a Director or (ii) if he shall have a receiving order made against him or shall compound with his creditors generally or (iii) if he shall become of unsound mind or (iv) if he shall resign by writing under his hand left at the Office. His appointment shall also determine ipso facto if his appointor ceases for any reason to be a Director. Provided that if any Director retires by rotation but is re-elected at the meeting at which such retirement takes effect any appointment by him of an alternate Director which is in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired.
  - (c) An alternate Director shall (except when absent from the United Kingdom) be entitled to receive notices of meetings of the Directors and shall be entitled to attend and vote as a Director at any

such meeting at which the Director appointing him is not personally present and generally at such meeting to perform all functions of his appointor as a Director and for the purposes of the proceedings at such meeting the provisions of these presents shall apply as if he were a Director. If his appointor is for the time being absent from the United Kingdom or temporarily unable to act through ill-health or disability his signature to any resolution in writing of the Directors shall be as effective as the signature of his appointor. To such extent as the Directors may from time to time determine in relation to any committees of the Directors the foregoing sentence shall also apply mutatis mutandis to any meeting of any such committee of which his appointor is a member. An alternate Director shall not (save as aforesaid) have power to act as a Director nor shall he be deemed to be a Director for the purposes of these presents.

- (d) An alternate Director may be repaid by the Association such expenses as might properly be repaid to him if he were a Director and he shall be entitled to receive from the Association such proportion (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Association from time to time direct but save as aforesaid he shall not in respect of such appointment be entitled to receive any remuneration from the Association. An alternate Director shall be entitled to be indemnified by the Association to the same extent as hereinafter provided in respect of Directors.

### **SECRETARY**

77. The Secretary shall be appointed by the Directors for such term at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.
78. A provision of the Act 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 Director and as or in place of the Secretary.

### **THE SEAL**

79. The Directors shall provide for the safe custody of the Seal which shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf and every instrument to which the Seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.

### **ACCOUNTS**

80. The Directors shall cause proper books of account to be kept with respect to:-
- (a) all sums of money received and expended by the Association and the matters in respect of which the receipt and expenditure takes place
  - (b) all sales and purchases of goods by the Association and
  - (c) all assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

81. The books of account shall be kept at the Office or subject to Section 147(3) of the Act at such other place or places as the Directors think fit and shall always be open to the inspection of the Directors.
82. The Directors shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Directors and no member (not being a Director) shall

have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Directors or by the Association in general meeting.

83. The Directors shall from time to time in accordance with Sections 148, 150 and 157 of the Act as amended and extended by the Companies Act 1967 cause to be prepared and to be laid before the Association in general meeting such profit and loss accounts balance sheets group accounts (if any) and reports as are referred to in those sections as amended and extended by the Companies Act 1967.
84. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the Auditors report shall not less than twenty-one days before the date of the meeting be sent to every member of and every holder of debentures of the Association. Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

#### **AUDIT**

85. Auditors shall be appointed and their duties regulated in accordance with Sections 159 to 162 of the Act as amended or repealed by Sections 13 and 14 of the Companies Act 1967.

#### **NOTICES**

86. A notice may be given by the Association to any member either personally or by sending by post to him or to his registered address or (if he has no registered address within the United Kingdom) to the address if any within the United Kingdom supplied by him to the Association for the giving of notice to him. Where a notice is sent by post service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and to have been effected in the case of a notice of a meeting at the expiration of twenty-four hours after the letter containing the same is posted and in any other case at the time at which the letter would be delivered in the ordinary course of post.
87. Notice of every general meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member except those members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;
  - (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting and
  - (c) the Auditor for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

#### **WINDING UP**

88. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

#### **INDEMNITY**

89. Subject to the provisions of and so far as may be permitted by the Statutes every Director Auditor Secretary or other officer of the Association shall be entitled to be indemnified by the Association against all costs charges losses expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto.

(September 2004)