

The Companies Act 2006

**A company limited by guarantee
not having a share capital**

Articles of Association of Consumers' Association

Incorporated on 18 March 1957

Company number 580128

(Amended 18 November 2015 and 15 November 2017)

No. 00580128

THE COMPANIES ACT 2006

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

**ARTICLES OF ASSOCIATION
OF
CONSUMERS' ASSOCIATION**

1. DEFINED TERMS

In the Articles, unless the context requires otherwise:

“Act”

or any numbered section of it, means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time;

“Articles”

means these articles of association;

“Association”

means the company called the Consumers' Association;

“Chairman”

means the Chairman of the Association appointed in accordance with Article 12.1;

“Charities Legislation”

means the Charities Acts 1992.1993 and 2006 and the Charities (Accounts and Reports) Regulations 2008 as amended, restated or re-enacted from time to time;

“Council”

means the directors for the time being of the Association (and the charity trustees for the purposes of charity law) and “Member of Council” or “Council Member” shall have corresponding meaning;

“electronic communication”

means any document or information sent or supplied in electronic form within the meaning of section 1168 of the Act;

“Model Articles”

means the model articles of association for a private company limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) and any amendment or replacement from time to time;

“Secretary”

means the company secretary (if any) and includes any joint, assistant or deputy secretary;

“SORP”

means the Statement of Recommended Practice issued by the Charity Commission and any modification or replacement thereof from time to time;

“writing”

means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

1.1 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.

1.2 The Model Articles shall not apply to the Association.

2. OBJECTS

2.1 The objects for which the Association is established are:

2.1.1 to promote for the benefit of the public impartial and scientific analysis of and research into:

(i) the standards of goods and services available to the public as consumers;

(ii) ways in which the quality and availability of such goods and services may be maintained and improved for the public benefit and to publish and disseminate the results of such analysis and research to the public;

2.1.2 to advance and disseminate knowledge of the laws of the United Kingdom and other countries and in particular (but without prejudice to the generality of the foregoing) the law relating to consumer protection in the United Kingdom and other countries;

- 2.1.3 to carry out research into the law of consumer protection in the United Kingdom and other countries and to publish and disseminate the results of such research to the public;
- 2.1.4 to promote and advance the education of the public in all aspects of public health and in the principles of physical and mental health, and
- 2.1.5 to promote in a manner beneficial to the community the improvement of the skills of horticulture and good housewifery.

3. PURSUIT AND SCOPE OF OBJECTS

- 3.1 The aforementioned objects shall only be pursued by means that are fairly and reasonably incidental and conducive to the carrying out of the said objects.
- 3.2 Nothing in these Articles shall authorise the Association to apply the funds of the Association in promoting, advocating or supporting or procuring any other person or body to promote, advocate or support any course of action of a political nature, unless such course of action shall be charitable notwithstanding its political nature.

4. POWERS

- 4.1 The Association shall have the following particular powers exercisable in furtherance of its said objects but not otherwise, namely:
 - 4.1.1 to collect and diffuse information in all matters concerning the use, purchase, hire or hire purchase, qualities, properties and prices of materials, goods, commodities and services of every description;
 - 4.1.2 to study and compare problems of all kinds concerning consumers in the United Kingdom and elsewhere with similar problems in other countries and to collaborate with other organisations, bodies and persons to that end;
 - 4.1.3 to pursue the objects of the Association by the use of all media of communication including (but not limited to) the use of printed matter, films, editions, recordings, radio and television, to edit, print and publish reports, periodicals, journals, pamphlets and other matter and to make such other arrangements whether for value or otherwise as the Association shall consider expedient for procuring the most efficient, effective and economical dissemination and publication of the results of analysis and research;
 - 4.1.4 to supply to the Government and to any Government Department which:
 - (i) has investigated or has propounded proposals for changes in the law of consumer protection; and
 - (ii) has, whether expressly or by implication in the publication of white or green papers or otherwise, invited advice or information,

such advice and information as research and analysis suggest will promote the interests of consumers and to present to any Government Department a reasoned memorandum advocating changes in the law of consumer protection.

- 4.2 The Association shall have the following general powers exercisable in furtherance of its said objects but not otherwise, namely:
- 4.2.1 to purchase or otherwise acquire plant and machinery including computer hardware and software, furniture, fixtures, fittings and all other effects of every description and to apply for registration of any patents, rights, copyrights, licences and the like, and to equip, furnish, maintain and carry on research laboratories and testing units;
 - 4.2.2 to take and accept any gift of money, property or other assets whether subject to any special trust or not, to issue appeals, hold public meetings and to take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, subscriptions or otherwise, provided that the Association shall not undertake any permanent trading activities in order to raise funds;
 - 4.2.3 to make any donations in cash or assets and to lend money (with or without security) to or for any charitable associations or institutions;
 - 4.2.4 to engage and pay any person or persons whether on a full-time or part-time basis or whether as consultant or employee to supervise, organise, carry on the work of and advise the Association and, subject to the provisions of Article 5 hereof, to make any reasonable and necessary provision for the payment of pensions and superannuation to or on behalf of employees or former employees and their wives, husbands and dependants;
 - 4.2.5 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association;
 - 4.2.6 to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects;
 - 4.2.7 to undertake and execute any trusts which may lawfully be undertaken by the Association;
 - 4.2.8 to participate in the direct debiting scheme as an originator for the purpose of collecting subscriptions and/or other amounts due to the Association and to execute any indemnity required by the banks upon whom direct debits are to be originated;
 - 4.2.9 to borrow or raise money for the purpose of the Association on such terms and on such security as may be thought fit with such consents as may be required;

4.2.10 to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided;

4.2.11 to establish and support or aid in the establishment and support of any charitable associations or institutions and to subscribe or guarantee money for charitable purposes;

4.2.12 to do all such other things consistent with the charitable nature of the objects of the Association as shall further the attainment of the above objects or any of them.

5. APPLICATION OF FUNDS

5.1 The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles of Association, and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

5.2 Nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate per annum not exceeding two percentage points less than the base lending rate for the time being of the Association's clearing bankers or 3 per cent whichever is the greater on money lent or reasonable and proper rent for premises demised or let by any member to the Association.

5.3 No member of the Council shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of such Council, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

5.4 The Association may make a payment to any company of which a member of the Council may be a member, and in which such member does not hold more than one twentieth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.

5.5 A member of the Council may receive gratis from the Association any periodical, journal, pamphlet or other publication published by the Association.

5.6 The Association may make a payment of any premium in respect of any indemnity insurance to cover the liability of the Council Members, the Chief Executive and officers of the Association (or any of them) which by virtue of any rule of law would attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association. Provided that any such insurance shall

not extend to any claim arising from any act or omission which the Council Members, the Chief Executive and officers of the Association (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Council Members, the Chief Executive and officers of the Association (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not.

6. LIMITED LIABILITY

6.1 The liability of the members is limited.

7. GUARANTEE

7.1 Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up while the member remains a member, or within one year after ceasing to be a member, for payment of debts and liabilities of the Association contracted before the member ceases to be a member, and of costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding 50p.

8. WINDING UP AND DISSOLUTION

8.1 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 of the Association, but shall be given or transferred to some other charitable 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 Article 5 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if and so far as effect cannot be given to such provision, then to some other charitable object.

9. MEMBERS

9.1 The members of the Association are those people who are admitted as Ordinary Members in accordance with these Articles.

Number

9.2 The number of members with which the Association is incorporated is unlimited.

Class of members

9.3 For the purposes of the Act there is only one class of members of the Association namely Ordinary Members. Associate members are not members of the Association and have none of the rights prescribed in these Articles for Ordinary Members subject to the rights prescribed in Article 10.23. The Council may prescribe and vary the rights, privileges and obligations of the associate members at any time.

Personal Rights

- 9.4 Only an individual may be a member.
- 9.5 The rights of a member are personal and not transferable.
- 9.6 Upon the death of a member:
 - 9.6.1 if the deceased is the only person in the entry for an Ordinary Member in the register of members, that person's rights will cease;
 - 9.6.2 if there are names of two or more persons in the entry for an Ordinary Member in the register of members in accordance with Article 9.15, only the deceased person's rights will cease. The surviving person(s) will still be an Ordinary Member.

Disqualification

- 9.7 A member ceases to be a member when:
 - 9.7.1 a subscription due from a member (to a publication, or in respect of membership or otherwise) has been payable and unpaid to the Association for a period of 30 days from the date on which it became due; or
 - 9.7.2 there is received from the member a notice in writing of his or her resignation; or
 - 9.7.3 in the case of an Ordinary Member, the Council passes a resolution declaring that in the interests of the Association the member should cease to be a member, such resolution having been passed at a meeting of the Council of which the member has been given at least 14 days' notice (including notice of the reasons for the resolution) and a reasonable opportunity to make written representations.

Associate Members

- 9.8 An associate member is any person who is an individual and who is a subscriber to such of the publications, products or services produced by the Association (or any wholly owned subsidiary company of the Association) as the Council shall from time to time decide and whose subscription has been paid.
- 9.9 A corporate subscriber is a body corporate that is a subscriber to such of the publications, products or services as have been determined by the Council under Article 9.8 or any subscriber whose subscription is paid by a business.
- 9.10 Neither an associate member nor a corporate subscriber is a member for any of the purposes of these Articles or the Act or for any other purpose.
- 9.11 Neither an associate member nor a corporate subscriber is entitled:
 - (a) to be given notice of any general meeting of the Association;

- (b) to attend any general meeting of the Association;
- (c) to speak at any general meeting of the Association;
- (d) to vote at any general meeting of the Association or (save as expressly provided in Article 10.23) otherwise;
- (e) to any rights or to receive any benefits or facilities beyond the right to receive the publications, products or services to which he or she or it subscribes.

Ordinary members

- 9.12 Any associate member may apply to become an Ordinary Member.
- 9.13 The Council shall approve an application by an associate member to become an Ordinary Member unless the Council passes a resolution declaring that in the interests of the Association the application should be refused, such resolution having been passed at a meeting of the Council of which the person applying to become an Ordinary Member has been given at least 14 days' notice (including notice of the reasons for the resolution) and a reasonable opportunity to make written representations.
- 9.14 A person whose application to become an Ordinary Member is approved by the Council and whose subscription due in respect of such membership has been paid shall thereby become an Ordinary Member.
- 9.15 The name of a person who has become an Ordinary Member shall be entered in the register of members. Where the names of two or more people appear in the register of members in a single entry, they are, jointly, an Ordinary Member.
- 9.16 If more than one of the joint Ordinary Members votes, the only vote which will count is the vote of the person whose name appears first in the register (subject at all times to the discretion of Council). Joint Ordinary Members may, when they become an Ordinary Member, request in writing that the Association put their names on the register in a particular order. At any time, joint Ordinary Members may request that the Association change the order of their names in the register of members:
- 9.16.1 where there are two joint Ordinary Members, by the person whose name appears first in the register for that entry giving written notice to the Association;
or
- 9.16.2 where there are three or more joint Ordinary Members, upon written consent of all those persons whose names appear in the register for that entry being given to the Association.
- 9.17 The subscription payable by an Ordinary Member shall be such amount as the Association shall on the recommendation of the Council determine in general meeting.

Payment of subscriptions

9.18 The Council may prescribe the means for payment of subscriptions of any kind, including those payable by members of the Association.

10. GENERAL MEETINGS

10.1 In every calendar year the Association shall hold a general meeting as its annual general meeting.

10.2 The Council shall determine the time and place of the annual general meeting.

10.3 Every annual general meeting shall be held not more than 15 months after the last one.

10.4 The business to be transacted at an annual general meeting shall include:

- (a) the approval of the minutes of any previous meeting;
- (b) consideration of the income and expenditure account and of the balance sheet;
- (c) the report of the Council;
- (d) the report of the auditors;
- (e) the appointment of the President;
- (f) the appointment of Vice-Presidents;
- (g) the election and retirement of Council Members in accordance with the provisions of Articles 11.10 – 11.23;
- (h) the appointment of auditors; and
- (i) the fixing of the remuneration of the auditors.

10.5 The Council shall, on the requisition in writing of not fewer than 400 members or the proportion of members specified in section 314 of the Act, whichever is less, and at the expense of the Association, give to members entitled to receive notice of the next annual general meeting a notice of any resolution that may be properly moved and is intended to be moved at that meeting, and any statement of not more than 1,000 words regarding the matter referred to in any proposed resolution or the business to be dealt with at the meeting, provided that the Association receives such resolution and/or such statement no later than the Requisitioned Resolution Receipt Date or such later date as Council (acting in its sole discretion) may permit. For the purpose of this Article, the **"Requisitioned Resolution Receipt Date"** shall be (a) such date as the Association notifies to Ordinary Members from time to time in such manner as Council sees fit (including by publishing it on the Association's website); or (b) failing such notification, no fewer than 60 days before the date of the annual general meeting. In addition, the Council shall by way of rules, bye-laws or standing orders in accordance with Article

11.54, provide for it to consider governance issues raised by Ordinary Members other than at the annual general meeting (including, for example, by establishment of a standing committee of the Council) and report back on its conclusions to all Ordinary Members in such manner as it sees fit.

- 10.6 A general meeting may at any time be convened by the Council.
- 10.7 The Council shall convene a general meeting on the requisition of the members in accordance with the provisions of the Act and for this purpose the members having the right to vote at general meetings consist of Ordinary Members only.
- 10.8 The Council shall determine the time and the place of a general meeting.

Notice

- 10.9 The Association shall give notice in writing to all Ordinary Members of the holding of a general meeting.
- 10.10 The notice shall specify the place, the date and the hour of the meeting.
- 10.11 The Association shall give:
- (a) for an annual general meeting at least 21 days' notice;
 - (b) for any other general meeting at which an election for Council will take place at least 21 days' notice; and
 - (c) for every other general meeting (including a general meeting convened to pass a special resolution) at least 14 days' notice.
- 10.12 The period of notice to be given for a general meeting shall exclude the day on which the notice is given and the day of the meeting.
- 10.13 A general meeting, notwithstanding that it has been called by a shorter notice than that specified in Article 10.11 above, shall be deemed to have been duly called if it is so agreed by such Ordinary Members having at least 90 per cent of the voting rights at the meeting intended to be convened and having the right to attend and vote thereat.

Proceedings at General meetings

- 10.14 The quorum for the transaction of business at a general meeting of the Association is 35 Ordinary Members present.
- 10.15 A general meeting convened on the requisition of Ordinary Members shall be dissolved if a quorum is not present within half an hour of the time appointed for the start of the meeting.
- 10.16 A general meeting not convened on the requisition of Ordinary Members and for which a quorum is not present within half an hour of the time appointed for the start of the meeting shall automatically stand adjourned to the same day in the next week at the

same time and place or at another place decided by the Council. If a quorum is not present within half an hour of the time appointed for the start of the adjourned meeting, the members who are present at that time shall be a quorum.

Chairman

- 10.17 The Chairman appointed in accordance with Article 12.1 shall preside at general meetings of the Association.
- 10.18 If a Chairman has not been appointed, or if the Chairman is unable or unwilling to chair the meeting or is not present within 5 minutes of the time at which a meeting was due to start a chairman of the meeting shall be selected in accordance with Articles 12.6 and 12.7.

Adjournment

- 10.19 The chairman of a general meeting may with the consent of any meeting at which a quorum is present adjourn the meeting from time to time and from place to place.
- 10.20 No business shall be transacted at any adjourned general meeting except business that was tabled to be transacted at the meeting from which the adjournment took place.
- 10.21 If a general meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting apart from that, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Voting

- 10.22 Every Ordinary Member shall have one vote:
- (a) on a show of hands if present at a general meeting in person or by proxy;
 - (b) on a poll if present at a general meeting in person or by proxy;
 - (c) on a poll taken by postal ballot; and
 - (d) in the ballot held to elect Council Members in accordance with Article 11.14.
- 10.23 Subject to any discretion of the Council as expressly set out in the Rules of the Association, every associate member who has been paying his or her subscription as referred to in Article 9.8 for a minimum of one year as at such date to be determined by the Council pursuant to Rules of the Association shall have one vote in the ballot taken to elect Council Members in accordance with Article 11.14.
- 10.24 A resolution put to the vote of a general meeting shall be decided on a show of hands unless a poll is demanded under Article 10.27 before or upon the declaration of the result of the show of hands.

- 10.25 On a show of hands, a declaration by the chairman of the meeting that a resolution has been earned, that it has been earned unanimously or by a particular majority, or that it has been lost or lost by a particular majority shall be conclusive.

Poll

- 10.26 A poll may be demanded on any resolution at a general meeting except on the election of the chairman of the meeting or on any question of an adjournment.
- 10.27 A poll may be demanded at a general meeting:
- (a) by the chairman of the meeting; or
 - (b) by three or more Ordinary Members present.
- 10.28 The chairman of the meeting shall decide the time, the place and the manner of holding the poll.
- 10.29 The result of a poll determines the matter and becomes the resolution of the general meeting at which the poll was demanded.
- 10.30 If there is an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting has a second or casting vote.
- 10.31 A demand for a poll at a general meeting may be withdrawn at any time up to the moment when the next business at the meeting starts. A demand for a poll shall not prevent the continuation of the meeting and shall not prevent the transaction of the rest of the business of the meeting.

Proxy Votes

- 10.32 An Ordinary Member who is entitled to attend and vote at a general meeting may appoint another Ordinary Member as proxy to attend and vote instead of him or her on both a poll and on a show of hands taken on any resolution.
- 10.33 The appointment of a proxy shall be in writing, shall be signed by or on behalf of the person making the appointment and shall be in the form set out in the annex or in such other form appropriate to the circumstances as the Council shall approve.
- 10.34 The written appointment of a proxy (with any document such as a power of attorney under which it is signed) shall:
- (a) be sent to the registered office so as to arrive at least 48 hours (or such shorter time as the Council decides) before the time for holding the meeting; or
 - (b) in the case of a poll to be taken more than 48 hours after it is demanded, be sent to the registered office so as to arrive at least 24 hours (or such shorter time as the Council decides) before the time appointed for taking the poll; or

- (c) in the case of a poll not being taken forthwith but being taken not more than 48 hours after it was demanded, be delivered at the meeting (or such later time as the Council decides) at which the poll was demanded and handed personally to the chairman of the meeting, the secretary or any member of the Council.

10.35 Instead of being sent to the registered office, a written appointment of a proxy may be sent to another place within the United Kingdom specified by the Council and stated in a notice convening or concerning the meeting at which the proxy is intended to be used.

10.36 A vote exercised by proxy is valid even if the proxy has been revoked or ended in some other way, unless notice of its revocation or termination was received before the start of the meeting at which the vote is exercised (or when the poll is not taken on the same day as the meeting) before the time appointed for taking the poll.

11. THE COUNCIL

Duty

11.1 The Council shall manage the Association.

Powers

11.2 The Council shall exercise all the powers of the Association except those that can only be exercised by the Association in general meeting.

Number

11.3 The Council shall be composed of not less than twelve¹ Ordinary Members elected in accordance with these Articles (the “**Elected Council Members**”), together with such Ordinary Members as may be co-opted under Article 11.24.

11.4 The Association may by ordinary resolution vary the number of Elected Council Members, but the maximum number shall not be more than fifteen.

11.5 The Council shall appoint Ordinary Members to be Elected Council Members:

- (a) in order to fill vacancies as a result of an Elected Council Member ceasing to be a Council member before the end of their term of office for any reason whatsoever (a “**Retired Elected Council Member**”); or
- (b) where the number of candidates validly nominated for election to Council in accordance with these Articles is less than the number required to ensure that Council is composed of the minimum number of Elected Council Members required by these Articles after the relevant election has taken place;

¹ This number was reduced to nine by ordinary resolution passed in accordance with Article 11.4 on 7 November 2012. A further ordinary resolution seeking to increase the number back to twelve, put to members on 15 November 2017, was not approved. The number therefore remains at nine.

provided that Council may not appoint any Ordinary Member who is ineligible to be elected or co-opted due to the provisions of Articles 11.22 – 11.29. An Elected Council Member appointed under this Article 11.5 is an **Interim Elected Council Member**. Unless otherwise stated, the term Elected Council Member includes an Interim Elected Council Member.

11.6 Interim Elected Council Members shall hold office only until:

11.6.1 the declaration of the election results at the second annual general meeting after their appointment, if they were appointed at any time in the period in between (i) the date on which the notice of annual general meeting (the “**Notice**”) was circulated and (ii) the day which falls the day before the annual general meeting to which the Notice relates; or

11.6.2 the declaration of the election results at the next annual general meeting, in all other cases.

(in both cases, the “**Interim Term**”).

11.7 Interim Elected Council Members shall have all the powers of Council Members elected under Articles 11.10 to 11.20.

Eligibility

11.8 No person may stand as a candidate for election to or be a Member of Council unless he or she:

(a) is an individual of 18 or more years of age; and

(b) is an Ordinary Member of the Association; and

(c) does not have a commercial interest that in the opinion of the Council would or might be prejudicial to the Association or inconsistent with its objects or with membership of the Council;

(d) is not an employee of the Association or a subsidiary company of the Association or an employee of any entity included in the Association’s group accounts; and

(e) has not been in such employment within the period of five years immediately preceding the date on which he or she seeks to take up membership of the Council with the exception that the Council shall in its absolute discretion have the power to resolve to allow such a person to stand for election.

11.9 No upper age restrictions apply for Council Members.

Elections

11.10 Elections for Council Members shall take place at annual general meetings.

Nominations

- 11.11 Subject to Articles 11.3 and 11.4, Council shall decide among themselves how many vacancies need to be filled at the annual general meeting and shall notify the members of the number of vacancies in the notice of annual general meeting.
- 11.11A Where there are one or more vacancies due to or in connection with Retired Elected Council Members ceasing to be Council members, Council may designate each of those vacancies as a “**Replacement Elected Council Member Vacancy**”. Any individual elected to fill a Replacement Elected Council Member Vacancy shall be known as a “**Replacement Elected Council Member**”. Unless otherwise stated, the term Elected Council Member includes a Replacement Elected Council Member.
- 11.12 For a person (including an existing Council Member) to be eligible for election to the Council, a written nomination in a form approved by the Council and signed by the candidate and by five Ordinary Members of the Association must have been delivered to the registered office of the Association not less than 56 days before the date of the annual general meeting at which the elections are to take place. The day of the meeting and the day on which the form of nomination is delivered are excluded in counting the number of days.

Uncontested

- 11.13 If the number of candidates validly nominated for election to the Council in accordance with these Articles does not exceed the number of vacancies, each candidate shall be declared elected to the Council at the annual general meeting. The appointment shall commence with effect from the declaration of the results of the election at such annual general meeting.
- 11.13A Where (i) each candidate has been declared elected to the Council at the annual general meeting, (ii) the number of candidates is equal to the number of vacancies, and (iii) one or more vacancy is a Replacement Elected Council Member Vacancy, the candidates shall draw lots to determine which among them shall be the Replacement Elected Council Member for each Retired Elected Council Member.
- 11.13B Where (i) each candidate has been declared elected to the Council at the annual general meeting, (ii) the number of candidates is less than the number of vacancies, and (iii) one or more vacancy is a Replacement Elected Council Member Vacancy, Council shall have the discretion to determine the method for identifying which elected candidates shall fill each Replacement Elected Council Member Vacancy (if any), having regard to the principles in these Articles.

Ballot

- 11.14 If the number of candidates validly nominated for election to the Council in accordance with these Articles exceeds the number of vacancies, the vote on the resolution for the election of Council Members shall be decided by a ballot which shall take place at the annual general meeting. In respect of such ballot, votes may be cast by post or in any other legitimate way the Council shall determine using the method of the single

transferable vote with quota and eliminative counting, or such other voting system as the Council shall determine.

11.14A If one vacancy being filled by ballot is a Replacement Elected Council Member Vacancy, the candidate who is elected to Council but receives the fewest votes in the ballot among those elected shall be the Replacement Elected Council Member.

11.14B If more than one vacancy being filled by ballot is a Replacement Elected Council Member Vacancy, the candidates who are elected but receive the fewest votes in the ballot among those elected shall be the Replacement Elected Council Members. The candidate who is elected by the fewest votes shall fill the Replacement Elected Council Member Vacancy with the shortest Term, the candidate who is elected with the next fewest votes shall fill the Replacement Elected Council Member Vacancy with the next shortest Term and so on until all Replacement Elected Council Member Vacancies are filled.

11.14C If the number of candidates nominated for election is fewer than the number of vacancies (including any Replacement Elected Council Member Vacancies), the Replacement Elected Council Member Vacancy or Vacancies with the shortest Term(s) shall be the first vacancy or vacancies deemed to remain unfilled. Council shall fill any unfilled vacancies until the next annual general meeting in accordance with Articles 11.5 and 11.6, at which time Council may redesignate the vacancies as Replacement Elected Council Member Vacancies in accordance with Article 11.11A.

11.15 The Council may appoint a person, firm or body corporate to conduct on behalf of the Association the ballot to elect Council Members. The declaration of the result of the ballot shall be made at the annual general meeting (after the completion of the conduct of the ballot and the counting of the votes). Following such annual general meeting, Council shall publish the results of the election, including (i) the names of the individuals who have been elected to Council, (ii) where there are one or more Replacement Elected Council Member Vacancies, which individual is filling each Replacement Elected Council Member Vacancy, and (iii) where Council has used its discretion under Article 11.13B, an explanation of how it used its discretion.

11.16 The Council may prescribe procedures, formalities and documents in connection with Council elections by way of rules made pursuant to Article 11.54. These may include provision:

- (a) for reducing by lot or other means the number of candidates to go forward for election where the number validly nominated exceeds by a factor of three the number of vacancies on the Council; and
- (b) for the Council to make known to Ordinary Members matters of fact and comment in relation to any candidate which the Council in its discretion considers to be relevant for the purposes of the election; and
- (c) for the system to be used for counting votes; and
- (d) for the procedure to be used for any ballot taken pursuant to Article 11.14.

- 11.17 The Council shall determine the validity of the nomination of any person for election to the Council and may in its discretion determine as valid a defective nomination where the defect in it appears to the Council to be unintentional and made in good faith.
- 11.18 The Council may determine that a person who does not comply with a presented procedure or formality, or does not provide a document as prescribed, shall not be a candidate for election to the Council.
- 11.19 An Ordinary Member may make to the Council written representations regarding the eligibility for and validity of the nomination of that person for election to the Council and the Council shall give proper consideration to any such representations in determining the matter.
- 11.20 All Elected Council Members (except Interim Elected Council Members) shall be elected at the annual general meeting at which the election appointing them took place. The appointment shall commence with effect from the declaration of the results of the election at such annual general meeting.

Retirement

- 11.21 Subject to the provisions of these Articles and in particular Articles 11.5 and 11.6:
- (a) the term of office of an Elected Council Member (other than a Replacement Elected Council Member or an Interim Elected Council Member) shall be the period between his/her election and the declaration of the election results at the third annual general meeting after the annual general meeting at which s/he was elected (a "**Full Term**"); and
 - (b) the term of office of a Replacement Elected Council Member shall be the period between his/her election and the time that the Retired Elected Council Member would have ceased to be a Council Member had s/he served his/her full term (a "**Replacement Term**").

A Full Term and a Replacement Term are referred to as a "**Term**" in these Articles. An Elected Council Member (including a Replacement Elected Council Member) shall retire at the end of his/her Term but may serve up to two further Terms if re-elected, except that an Interim Elected Council Member who has subsequently been elected as an Elected Council Member may only serve further Terms if doing so will not result in that Elected Council Member serving more than nine years as a Council member without a Break Period.

- 11.22 An Elected Council Member who has served three consecutive Terms is not eligible to stand for election again until the second annual general meeting following the annual general meeting at which s/he retired (a "**Break Period**"). In the case of an Elected Council Member standing down before an annual general meeting, for the purposes of calculating their Break Period, the Break Period will commence at the annual general meeting following his/her standing down from office. During a Break Period a former Elected Council Member shall not be appointed as a Co-opted Council Member.

- 11.23 An Elected Council Member who has served less than three Terms without having a Break Period between any of those Terms may be appointed again **PROVIDED THAT** s/he does not serve more than three non-consecutive Terms in total without having a Break Period.

Co-options

- 11.24 The Council may (but need not) co-opt Ordinary Members to be Council Members ("**Co-opted Council Members**") at any time.
- 11.25 At any one time the number of Co-opted Council Members shall not exceed six unless the Association varies the maximum number of Co-opted Council Members by ordinary resolution.
- 11.26 A Co-opted Council Member's term of office shall commence at the annual general meeting at which s/he is appointed and subject to Articles 11.27 and 11.28 shall continue for such period as Council shall decide.
- 11.27 A Co-opted Council Member who has served a total of six consecutive years in office, or a total of six non-consecutive years without a break of two years between the beginning of the first year and the end of the sixth year in office, shall be required to stand down at the end of his/her sixth year in office and cannot be reappointed as a Co-opted Council Member until a period of two consecutive years has elapsed.
- 11.28 A person who has served less than three Terms as an Elected Council Member without having a Break Period may subsequently be appointed as a Co-opted Council Member but must stand down when s/he has served a total period of nine years as an Elected Council Member and as a Co-opted Council Member combined.
- 11.29 A person who has served six or less years in office as a Co-opted Council Member without having a break of at least two years may only be elected subsequently as an Elected Council Member, **PROVIDED THAT** s/he shall stand down from office at the annual general meeting immediately following the end of his/her ninth year in office as both an Elected Council Member and Co-opted Council Member combined.

Termination of office

- 11.30 A Council Member ceases to hold office as a Council Member:
- 11.30.1 on giving written notice of resignation to the Chairman; or
 - 11.30.2 on failing (without formal leave of absence from the Council) to attend three consecutive meetings of the Council (unless the Council decides at or before the third of those meetings not to apply this provision in any particular case); or
 - 11.30.3 on the passing by the Council of a resolution that the particular Council Member has a commercial interest that in the opinion of the Council would or might be prejudicial to the Association or inconsistent with its objects or with membership of the Council; or

- 11.30.4 on ceasing to be an Ordinary Member of the Association; or
- 11.30.5 on becoming bankrupt or formally compounding with creditors; or
- 11.30.6 on becoming incapable by reason of illness, injury or mental disorder of managing his or her own affairs; or
- 11.30.7 on ceasing to be eligible to be a director of a company pursuant to any provisions of the Act or by reason of any order made under the Company Directors Disqualification Act 1986; or
- 11.30.8 on being disqualified from acting as a trustee of a charity by virtue of any provision of the Charities Legislation; or
- 11.30.9 in the case of a co-opted or appointed Council Member, on the passing by the Council of a resolution that the co-option or appointment shall cease.

Quorum

- 11.31 The quorum for Council business is one third (rounding up) of all the Elected Council Members and the Council Members appointed under Articles 11.5 and 11.6 (but not Co-opted Council Members). The quorum must include at least three Elected Council Members.

Business

- 11.32 The Council shall meet regularly for the despatch of business at such intervals, at such times and at such places as they from time to time decide.

Convening meetings

- 11.33 The Chairman, a deputy chairman or any three Council Members may require that a meeting of the Council be convened.

Notice of Council meetings

- 11.34 The Secretary shall summon a required meeting by giving notice in writing to Council Members.
- 11.35 It is not necessary for a notice convening a Council meeting to be sent to a Council Member absent from the United Kingdom.

Proceedings at Council meetings

- 11.36 A Council meeting at which a quorum is present is competent to exercise all the powers, authority and discretions vested in the Council.
- 11.37 The Council may regulate its business as it thinks fit.
- 11.38 Each Council Member (including each Co-opted Council Member) shall have one vote.

- 11.39 Questions arising at a Council meeting shall be decided by a majority of votes. In case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 11.40 The Council may act even though there is a vacancy or are vacancies on it.

Conflicts of Interest

- 11.41 A Council Member who has a relevant commercial interest in any matter under discussion at a Council meeting must declare the nature of that interest to the meeting.
- 11.42 If a member subsequently becomes aware of having had such an interest in a matter when it was previously discussed, the member shall declare that interest at the next Council meeting.
- 11.43 A Council Member who declares (or is bound to declare) an interest in a matter to a Council meeting shall not:
- (a) be counted in any quorum regarding the matter; or
 - (b) speak in the course of the discussion of the matter (unless specifically invited to do so by the chairman of the meeting); or
 - (c) vote on any resolution proposed on the matter.
- 11.44 The chairman of the meeting shall decide any question about:
- (a) a Council Member's interest that requires to be declared; and
 - (b) the entitlement of the Council Member to be counted in a quorum, to speak in a discussion and to vote.
- 11.45 The Council shall decide the question where the interest of the chairman of the meeting is concerned.
- 11.46 If a conflict of interest arises for a Member of Council because of a duty of loyalty owed to another organisation, company or person and the conflict is not authorised by virtue of any other provision in the Articles, the remaining Council Members may authorise such a conflict of interest if each of the following conditions are satisfied:
- (a) the Member of Council is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person;
 - (b) the Member of Council does not vote on any such matter and is not to be counted when calculating whether a quorum of Council Members is present at the meeting; and
 - (c) the remaining Council Members are satisfied and agree that it is in the interests of the Association to authorise the conflict of interest which has arisen.

A conflict of interest arising for a Member of Council because of a duty of loyalty owed to another organisation, company or person may only be authorised in the manner set out in this Article if such a conflict does not involve a direct or indirect benefit of any nature to a Member of Council.

Commercial Interest

11.47 For the purposes of Article 11.41 above a person has a commercial interest if he or she is:

- (a) directly involved, or
- (b) financially interested (other than as the holder of less than 1 per cent in the nominal value of all the securities currently issued by a company),

in the manufacture, supply or promotion of consumer goods or services.

Committees of the Council

11.48 The Council may at any time form a committee for any purpose, may appoint Council Members to it and may delegate to it any of its powers and responsibilities.

11.49 A committee shall be bound by these Articles and shall comply with the terms of its appointment and any instructions from the Council.

11.50 The proceedings and decisions of a committee shall be regularly and promptly reported to the Council.

11.51 A committee can co-opt anyone (including members of the staff and people who are not Ordinary Members) to serve on the committee but at any one time not more than one third of the committee shall consist of co-opted members. The Council or the committee can remove a co-opted member of the committee from it at any time.

11.52 The Council may determine who is to be chairman and the period of office of the chairman of any committee, but if it does not do so, the committee shall elect a chairman from among its number and decide his or her period of office.

11.53 Questions arising at a meeting of a committee shall be decided by a majority of votes. In case of an equality of votes, the chairman of the meeting shall have a second or casting vote.

Rules, Bye-laws and Standing Orders

11.54 The Council may make rules, bye-laws and standing orders (or any of them) for the regulation of the business of the Association, of general meetings, of the Council and of committees of the Council. The members, the Association, the Council and the committees shall abide by these rules, bye-laws and standing orders, but the Council may at any time suspend, add to, amend or revoke any of them.

Validity

- 11.55 All acts done in good faith at a Council meeting and at any meeting of a committee of the Council and by any person acting as a member of the Council or the committee shall be valid even though it is afterwards discovered that there was some defect in an appointment or in a continuance in office of any person or that a person was disqualified.

Signed resolutions

- 11.56 A resolution circulated to all the Council Members eligible to vote and executed by a simple majority of the Council Members, or by all the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of Council, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.

- 11.57 For the purposes of Article 11.56:

11.57.1 a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the purpose by the Secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;

11.57.2 a written instrument is executed when the person executing it signs it;

11.57.3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the Secretary shall prescribe;

11.57.4 the Council Members, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or electronic communication;

11.57.5 a resolution shall be effective when the Secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article; and

11.57.6 if no Secretary is appointed, the Chairman shall perform the functions of the Secretary under this Article.

Meetings by Conference telephone etc.

- 11.58 All or any of the Council Members or any committee of the Council Members may participate in a meeting of the Council or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.

- 11.59 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.

11.60 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman of the meeting is.

12. CHAIRMAN AND DEPUTY CHAIRMEN

Chairman

12.1 The Council shall from time to time elect from among its number a Chairman.

Deputy chairmen

12.2 The Council may from time to time elect from among its number one deputy chairman or two deputy chairmen (as they may decide from time to time).

12.3 If the Council elects two deputy chairmen, it shall elect one of them to be the first deputy chairman and the other to be the second deputy chairman.

Period

12.4 The Council may determine for what period the Chairman and any deputy chairman shall hold office, but if it does not do so they shall hold office for the period of one year.

Presiding at meetings

12.5 The Chairman shall preside at meetings of the Association and of the Council.

12.6 If at any meeting:

- (a) there is no Chairman, or
- (b) the Chairman is not present within five minutes of the time appointed for the start of the meeting, or
- (c) the Chairman is unwilling to preside,

the first deputy chairman (if any) shall preside at the meeting. If the first deputy chairman is not present within five minutes of the time appointed for the start of the meeting or is unwilling to preside, the second deputy chairman shall preside.

12.7 If at any meeting neither the Chairman nor any deputy chairman is present within five minutes of the time appointed for the start of the meeting or willing to preside, then any member chosen on a show of hands of the members present shall preside.

13. PRESIDENT AND VICE-PRESIDENTS

President

13.1 There may be a President of the Association.

Vice-presidents

- 13.2 There may be any number of Vice-Presidents of the Association.

Appointment

- 13.3 The President and Vice-Presidents may from time to time be appointed by the Association in a general meeting.

Council recommendation

- 13.4 The appointment of a person as President or as a Vice-President shall only be made by the Association following a recommendation to that effect from the Council.

- 13.5 The President and Vice-Presidents shall by virtue of their offices be members of the Association.

Period of office

- 13.6 The President and every Vice-President shall hold office until the conclusion of the annual general meeting of the Association on or following the fifth anniversary of his or her last appointment as such.

Re-appointment

- 13.7 A retiring President or Vice-President may be recommended for re-appointment.

Meetings

- 13.8 On making a request in writing, the President shall be entitled to notice of and to be present and to speak (but not to vote) at Council meetings.

Ending of appointment

- 13.9 The President and any Vice-President shall cease to hold office:
- (a) on giving to the registered office notice in writing of his or her resignation; or
 - (b) on the passing by the Council of a resolution that the President or the Vice-President in question shall cease to hold office as such, the resolution having been passed at a Council meeting of which the President or the Vice-President in question has been given at least 14 days' notice (including notice of the reasons for the resolution) and has had a reasonable opportunity to make written representations.

14. THE CHIEF EXECUTIVE AND THE SECRETARY

Chief Executive

- 14.1 The Council may from time to time appoint a person to be the Chief Executive who will conduct the business of the Association on Council's behalf and under its direction.
- 14.2 The person appointed to be the Chief Executive must be an Ordinary Member.
- 14.3 The Chief Executive shall be entitled to attend, to report and to give advice to Council meetings.

Secretary

- 14.4 The Council may from time to time appoint a person to be the Secretary of the Association.
- 14.5 If at any time there is no Secretary of the Association, the Chief Executive shall act as Secretary of the Association.

Terms of employment

- 14.6 The Association shall employ the Chief Executive and the Secretary on such terms and conditions (including pay) as the Council shall decide.

15. THE SEAL

Seal

- 15.1 The Association shall have a common seal.

Custody

- 15.2 The Council shall provide for the safe custody of the seal.

Authority

- 15.3 The seal shall only be used with the authority of the Council or of a committee of the Council to which the Council has delegated its authority to use the seal.

Signatures

- 15.4 Every instrument and document to which the seal is affixed shall be signed:
- (a) by two Council Members and by the Chief Executive, or
 - (b) by three Council Members.

Evidence

- 15.5 In favour of any person dealing in good faith with the Association any instalment or document apparently bearing signatures in accordance with this Article shall be conclusive evidence of the fact that the seal has been properly affixed.

16. MINUTES AND ACCOUNTS

Proceedings & resolutions

- 16.1 Minutes shall be kept recording the proceedings and resolutions of meetings of the Association, of the Council and of committees.

Evidence

- 16.2 An entry in a minute book signed by the chairman of the meeting or the chairman of the next meeting shall be conclusive evidence of the facts stated in it without proof of those facts even if the entry does not state the number or the proportion of the votes recorded for or against a resolution.

Accounting records

- 16.3 Proper accounting records shall be kept in accordance with the relevant provisions of the Act, the Charities Legislation and the SORP.

Right to inspect

- 16.4 The Council shall decide to what extent members of the Association shall have the right to inspect any (and if so which) accounting records and on what terms, and apart from that, no member shall be entitled to inspect any accounting record.

17. NOTICES

- 17.1 Any notice to be given to or by any person under these Articles shall be in writing, except that a notice calling a Council meeting need not be in writing.

- 17.2 A notice may be served:

- (a) personally,
- (b) by sending it by first class post in a prepaid envelope addressed to a member's address as it appears on the register of members or to a person's last known address,
- (c) by leaving it at that address, or
- (d) by any appropriate means for sending written material using electronic communications.

“Address” in relation to electronic communications, includes any number or address used for the purpose of such communications.

- 17.3 A person whose address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be served is entitled to service of notices at that address, but otherwise such a person is not entitled to receive any notice from the Association.
- 17.4 Any notice, if served by post, shall be deemed to have been served 48 hours after it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document contained in an electronic communication shall be deemed to have been delivered 48 hours following that on which the communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was served. If a notice, document or information posted on the Association’s website was already on the Association’s website at the time the notice was sent to the Member, it will be deemed to have been sent on the day the notice was sent but if the notice, document or information was not on the Association’s website on the date the said notice was sent then it will be deemed to have been sent on the day on which it appears on the website.

18. WEBSITE COMMUNICATION

- 18.1 The Association may send any notice, document or other information to members by making them available on the Association’s website provided that:
- 18.1.1 each member has been asked individually by the Association to agree to communication via the Association’s website (either generally or in relation to a specific notice, document or information);
- 18.1.2 the Association’s request states clearly that if the member fails to respond to the request within twenty-eight days of the date on which the request is sent, s/he will be deemed to have given such consent; and
- 18.1.3 the Association’s request is not sent less than twelve months after a previous request made to the member in relation to a similar class of documents.
- 18.2 The Association must notify each member who has agreed to receive communications through the Association’s website of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information.
- 18.3 Any notice, document or information posted on the Association’s website must be in a form that the member can read and take a copy of the notice, document or information must be available on the Association’s website for either twenty-eight days from the date the notification was sent to the member or for such other period as may from time to time be specified in the Act.

Presence at meeting

- 18.4 A person present in person or by proxy at any meeting of which he or she was entitled to have notice is deemed to have received notice of the meeting and of the purposes for which it was called.

Accidental omission

- 18.5 The accidental omission to give notice of a meeting to any person entitled to receive notice of it or the apparent non-receipt of such notice by any person does not invalidate any resolution passed at the meeting or any other proceeding at it.

19. INDEMNITY

Indemnity for liabilities

- 19.1 Subject as provided in Article 19.4 Council Members, the Chief Executive and officers of the Association (other than the auditors) (in this Article referred to as “the appropriate officers of the Association”) shall be indemnified out of the funds of the Association against any liability, loss or expenditure incurred in defending any civil or criminal proceedings that relate to anything done or omitted to be done (as well as anything alleged to be done or omitted to be done) in the course of or arising out of their role with, responsibilities to or duties for the Association.
- 19.2 Subject as provided in Article 19.4 the indemnity shall apply to cases where judgement is given in favour of the appropriate officers of the Association or where those officers are acquitted and to cases that are disposed of without any finding or admission of guilt or dishonesty on the part of the appropriate officers of the Association. The indemnity shall apply to any liabilities, loss or expenditure incurred in connection with any applications in which relief is granted by the court for liability in respect of any such act or omission.
- 19.3 Subject as provided in Article 19.4 the appropriate officers of the Association shall be indemnified out of the funds of the Association against liability for damages, costs and other liability incurred by them or which they may become liable to pay for defamation or slander of goods. But the indemnity shall not apply if at the time of the publication of the matter complained of they knew that the matter was defamatory and did not reasonably believe that there was a good defence to any action brought upon it.
- 19.4 Nothing in Articles 19.1 – 19.3 inclusive shall be deemed to indemnify any appropriate officer of the Association to a greater extent than is permitted by section 232 of the Act.