



SHEPHERD+ WEDDERBURN

Memorandum and Articles of Association
of
The Association for Project Safety Limited
as in force with effect from 6 September 2007

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THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

OF

THE ASSOCIATION FOR PROJECT SAFETY LIMITED

(as altered by Special Resolutions passed on 17 April 1998 and 9 September 2004)

1. The name of the Association (hereinafter referred to as "the Association") is "THE ASSOCIATION FOR PROJECT SAFETY LIMITED".
2. The Association's Registered Office is to be situated in Scotland.
3. The objects to which the Association is established are:-
 - (1) To provide a forum and set standards of excellence for, and to promote, encourage and advance the continuing education of, persons:
 - (a) providing planning supervisor services of any kind or description or any similar or equivalent services;
 - (b) involved in the supervision and/or management of the health and safety of persons engaged in or affected by any construction work as defined in the Construction (Design and Management) Regulations 1994 or any statutory amendment or re-enactment thereof; and/or
 - (c) interested in the promotion of better health and safety practices, processes and procedures in the undertaking of construction projectsand thereby in the United Kingdom or elsewhere to promote, improve and advance health and safety in, and education on health and safety issues relating to, the construction industry.
 - (2) To promote and organise co-operation in the achievement of the above purposes and to that end to bring together representatives of relevant authorities, organisations and individuals and to co-operate with any other body, organisation, association or trust.
 - (3) To obtain, collect and receive money and funds by way of contributions, donations, affiliation fees, subscriptions, legacies, grants, loans and any other lawful methods,

- (4) To appoint agents or brokers on commission or representatives of the Association to act in any of the businesses of the Association through or by means of branches, agencies, brokers, sub-contractors or others.
- (5) To apply for, register, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere, any patents, patent rights, brevets d'invention, licences, trademarks, designs, protections and concessions which may appear likely to be advantageous or useful to the Association, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to expend money in experimenting upon and testing and in improving or seeking to improve any patents, inventions or rights which the Association may acquire or propose to acquire.
- (6) To purchase, feu, rent, lease, exchange or otherwise acquire any heritable or personal property in the United Kingdom or abroad, either for the Association exclusively or jointly with any companies, associations, partnerships or persons, which may be deemed necessary or expedient for the purposes of the Association; to erect offices, mills, factories, warehouses, works, dwellinghouses, and other buildings; to maintain, alter, enlarge and improve the same; and to acquire any rights, servitudes, easements and privileges in relation to any lands, water or buildings.
- (7) To acquire and undertake the whole or any part of the business, goodwill and assets of any person, firm or association carrying on or proposing to carry on any of the businesses which the Association is authorised to carry on, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or association, or to acquire and invest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for limiting competition, or for mutual assistance with any such person, firm or association, and to give or accept, by way of consideration for any of the acts or

things aforesaid or property acquired, any Shares, Debentures, Debenture Stock or Securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any Shares, Debentures, Debenture Stock or Securities so received.

- (8) To improve, manage, cultivate, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant rights and privileges in respect of, or otherwise deal with, all or any part of the property and rights of the Association.
- (9) To invest and deal with the moneys of the Association not immediately required in such shares or upon such securities and in such manner as may from time to time be determined.
- (10) To lend and advance money or give credit to such persons, firms or companies and on such terms as may seem expedient, and in particular to customers and others having dealings with the Association, and to give guarantees or security for any such persons, firms or companies.
- (11) To secure or guarantee the payment of any sums of money or the performance of any obligation by any association, firm or person in any way.
- (12) To borrow or raise money in such manner as the Association shall think fit and to secure the repayment of any money borrowed, raised or owing, by mortgage, charge, standard security or lien upon the whole or any part of the Association's property or assets (whether present or future), and also by a similar mortgage, charge, standard security or lien to secure and guarantee the performance by the Association of any obligation or liability it may undertake.
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (14) To apply for, promote and obtain any Act of Parliament, Provisional Order or Licence of the Department of Trade and Industry or other authority for enabling the Association to carry any of its objects into effect, or for effecting any modification of the Association's constitution, or for any other purpose which may seem expedient, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Association's interests.

- (15) To enter into any arrangements with any government, authority (supreme municipal, local or otherwise), corporation, company, association or person that may seem conducive to the attainment of the Association's objects or any of them, and to obtain from any such government, authority, corporation, company, association or person any charters, contracts, decrees, rights, privileges, and concessions which the Association may think desirable, and to carry out, exercise and comply with any such charters, contracts, decrees, rights, privileges and concessions.
- (16) To subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any other association having objects altogether or in part similar to those of the Association or carrying on any business capable of being carried on so as directly or indirectly to benefit the Association.
- (17) To act as agents or brokers and as trustees for any person, firm or association, and to undertake and perform sub-contracts.
- (18) To remunerate any person, firm or association rendering services to the Association, either by cash payment or otherwise as may be thought expedient.
- (19) To purchase and maintain insurance for, or for the benefit of, any persons who are or were at any time Directors, officers, employees or Auditors of the Association or who are or were at any time trustees of any pension fund in which any employees of the Association are or have been interested, including (without prejudice to the generality of the foregoing) insurance against any liability incurred by such persons in respect of any act or omission in the actual or purported execution or discharge of their duties or in the exercise of their powers or otherwise in relation to their duties, powers or offices in relation to the Association or pension fund and to such extent as may be permitted by law or otherwise to indemnify or to exempt any such person against or from any such liability.
- (20) To support and subscribe to any charitable or public object and any institution, society, or club which may be for the benefit of the Association or its employees, or may be connected with any town or place where the Association carries on business; to give pensions, gratuities or charitable aid to any persons who may have been Directors of or may have served the Association, or to the wives, children or other relatives or dependants of such persons; to make payments towards insurance; and to form and contribute to provident and benefit funds and to pension funds and

schemes for the benefit of any such persons or of their wives, children or other relatives or dependants.

- (21) To promote any other association for the purpose of acquiring the whole or any part of the business or property and undertaking any of the liabilities of the Association, or of undertaking any business or operations which may appear likely to assist or benefit the Association or to enhance the value of any property or business of the Association and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such association as aforesaid.
- (22) To sell or otherwise dispose of the whole or any part of the business or property of the Association, either together or in portions, for such consideration as the Association may think fit, and in particular for shares, debentures or securities of any association purchasing the same.
- (23) To procure the Association to be registered or recognised in any part of the world.
- (24) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

It is hereby expressly declared that each Sub-Clause of this Clause shall be construed independently of the other Sub-Clauses hereof, and that none of the objects mentioned in any Sub-Clause shall be deemed to be merely subsidiary to the objects mentioned in any other Sub-Clause.

- 4. The income and property of the Association shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no apportion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to Members of the Association.
- 5. The liability of the Members is limited.
- 6. Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the Association being wound up while that Member is a Member of the Association, or within one year after that Member ceases to be a Member of the Association, for payment of the debts and liabilities of the Association contracted before that Member

ceases to be a Member of the Association and of the 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 £1.

7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all the debts and liabilities of the Association, 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 one or more professional organisations or professional bodies (or organisation or bodies which govern or supervise any profession), such professional bodies or organisations to be determined by the Executive Committee of the Association.

WE, the subscribers to this Memorandum of Association, wish to be formed into a company pursuant to this Memorandum.

Names and addresses of Subscribers

- | | |
|--|--|
| <p>"Christine Lang"</p> <p>1. Jordan Nominees (Scotland) Limited</p> <p>24 Great King Street</p> <p>Edinburgh</p> <p>EH3 6QN</p> | <p>"Christine Lang"</p> <p>2. Oswalds International Formations Limited</p> <p>24 Great King Street</p> <p>Edinburgh</p> <p>EH3 6QN</p> |
|--|--|

Dated this 11th day of January 1995.

Witness to the above Signatures:-

"C Balneaves"

Cathie Balneaves

24 Great King Street

Edinburgh

EH3 6QN

Company Registration Agent

THE COMPANIES ACTS 1985 AND 1989

A COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

THE ASSOCIATION FOR PROJECT SAFETY LIMITED

(As adopted by Special Resolution passed on 17 April 1998

and as altered by Special Resolutions passed on 12 September 2002, 9 September 2004 and 6 September 2007)

PRELIMINARY

- 1.1 The Regulations contained in Table C in the Schedule to The Companies (Tables A to F) Regulations 1985 shall not apply to the Association, but the following shall be the Regulations of the Association.
- 1.2 In these Regulations:-
- (a) "the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force;
 - (b) "the Articles" means the Association's Articles of Association;
 - (c) "the Association" means The Association for Project Safety Limited (company number SC155374);
 - (d) "Bye-laws" means the Bye-laws from time to time and for the time being of the Association;
 - (e) "Chief Executive" means the Association's chief executive or, where the context so permits and there is no chief executive of the Association for the time being, the Association's acting chief executive;
 - (f) "clear days" means in relation to the period of a notice that period excluding the day when the notice is given or deemed to be given and the day for which the notice is given or on which the notice is to take effect;

- (g) "the Council" means the Council of the Association constituted in terms of Regulations 16.1 to 16.16 (inclusive) of these Regulations;
 - (h) "executed" includes any mode of execution;
 - (i) "the Executive Committee" means the Executive Committee of the Association constituted in terms of Regulations 17.1 to 17.26 (inclusive) of these Regulations, by which the business of the Association shall be managed;
 - (j) "person" means any corporation, body corporate, firm, partnership, association, institution, organisation or other aggregate of persons whether incorporated or unincorporated and any individual;
 - (k) "Regional Committee" means a Regional Committee of the Association constituted in terms of Clause 15 of the Bye-laws;
 - (l) "Registered Office" means the Registered Office of the Association;
 - (m) "the Secretary" means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;
 - (n) "the United Kingdom" means Great Britain and Northern Ireland; and
 - (o) words importing the singular shall include the plural and *vice versa*.
- 1.3 Unless the context otherwise requires, words and expressions contained in these Regulations bear the same respective meanings as in the Act but excluding any statutory modification of the Act not in force on 12 September 2002.

PURPOSES

2. The objects and purposes of the Association are as set out in the Association's Memorandum of Association.

MEMBERS AND MEMBERSHIP

- 3.1 There is no limit on the number of members of the Association.
- 3.2 Any person who is a member of the Association immediately prior to the adoption of these Regulations as the Articles shall remain and continue as a member of the Association until such time as that person ceases to be a member of the Association in terms of the Articles.
- 3.3 No person shall become a member of the Association unless that person shall have agreed in writing to become a member of the Association.

- 3.4 The rights and privileges of a member of the Association are personal and shall not be transferable or transmissible by any means and shall cease upon the member ceasing to be a member of the Association.
- 3.5 The name and address of each member of the Association shall be entered in the Association's Register of Members.
- 3.6 Subject always to Regulation 3.7 below, there shall be four classes of members of the Association, namely:-
- (a) Ordinary Members;
 - (b) Corporate Members;
 - (c) Affiliated Members; and
 - (d) Fellows.
- 3.7 In addition to the four classes of members specified in Regulation 3.6 above, there are Affiliate Members and Retired Members of the Association having the rights and benefits given to them in the Articles. No one other than an Affiliate Member or a Retired Member of the Association as at 12 September 2002 shall be entitled to be an Affiliate Member or a Retired Member of the Association.
- 3.8 The class or classes of membership of the Association immediately following the adoption of these Regulations as the Articles of any person who is then a member of the Association
- 3.9 The power of admitting members of the Association shall be exercisable only by the Executive Committee, and shall be exercised by the Executive Committee in accordance with the Byelaws.
- 3.10 An individual who, as a sole practitioner, carries on business on his own account without any partners or employees may be both an Ordinary Member or a Fellow and a Corporate Member of the Association.

ORDINARY MEMBERS

- 4.1 Ordinary Members shall be entitled to affix the letters MaPS after their names.
- 4.2 Subject to Regulation 13.3 below, each Ordinary Member shall be entitled to receive notice of and to attend and speak at each general meeting of the Association and shall be entitled to one vote on any resolution at any general meeting of the Association or on any written resolution of the Association.

- 4.3 Each Ordinary Member shall (unless he is an Honorary Fellow) be required to pay to the Association such annual subscription as the Executive Committee shall stipulate from time to time for payment to the Association by Ordinary Members.
- 4.4 An Ordinary Member shall be entitled to refer and describe himself or herself as a registered member of the Association if (1) that Ordinary Member has passed to the satisfaction of the Executive Committee for the purposes of this Regulation 4.4 an examination or other test of professional competence and (2) the Executive Committee has notified in writing that Ordinary Member that he or she can refer to and describe himself or herself as a registered member of the Association.

FELLOWS

- 5.1 Fellows shall be entitled to affix the letters FaPS after their names.
- 5.2 Subject to Regulation 13.3 below, each Fellow shall be entitled to receive notice of and to attend and speak at each general meeting of the Association and shall be entitled to one vote on any resolution at any general meeting of the Association or on any written resolution of the Association.
- 5.3 Each Fellow shall (unless he is an Honorary Fellow) be required to pay to the Association such annual subscription as the Executive Committee shall stipulate from time to time for payment to the Association by Fellows.

CORPORATE MEMBERS

- 6.1 Subject to Regulation 13.3 below, Corporate Members shall be entitled to receive notice of and to attend and speak at each general meeting of the Association, but shall not be entitled to vote at any general meeting of the Association or on any resolution of the Association (provided that a Corporate Member of the Association who is also an Ordinary Member or a Fellow of the Association shall not be precluded by this provision from exercising the right which that Ordinary Member has in terms of Regulation 4.2 above or that Fellow has in terms of Regulation 5.2 above to vote at any general meeting of the Association or on any written resolution of the Association).
- 6.2 Each Corporate Member shall be required to pay to the Association such annual subscription and such annual fee (if any) as (or at such rates or scales as) the Executive Committee shall stipulate from time to time for payment to the Association by Corporate Members.

AFFILIATED MEMBERS

- 7.1 Subject to Regulation 13.3 below, Affiliated Members shall be entitled to receive notice of and to attend and speak at each general meeting of the Association, but shall not be entitled to vote at any general meeting of the Association or on any resolution of the Association.
- 7.2 Each Affiliated Member shall (unless he is an Honorary Fellow) be required to pay to the Association such annual subscription as the Executive Committee shall stipulate from time to time for payment to the Association by Affiliated Members.

AFFILIATE MEMBERS

- 8.1 Affiliate Members shall be entitled to affix the letters aPS (Affiliate) after their names.
- 8.2 Affiliate Members shall be entitled to receive notice of and to attend and speak at each general meeting of the Association but shall not be entitled to vote at any general meeting of the Association or on any written resolution of the Association.
- 8.3 Any individual who remains an Affiliate Member of the Association on the day immediately preceding the tenth anniversary of the day on which that individual was admitted as an Affiliate Member of the Association shall automatically cease to be an Affiliate Member of the Association on that tenth anniversary.
- 8.4 Each Affiliate Member shall (unless he is an Honorary Fellow) be required to pay to the Association such annual subscription as the Executive Committee shall stipulate from time to time for payment to the Association by Affiliate Members.
- 8.5 An Affiliate Member of the Association shall submit annually to the Association, by reference to the anniversary of the date on which that Affiliate Member was admitted (or re-admitted) as an Affiliate Member, confirmation of the name of that Affiliate Member's current supervisor.

RETIRED MEMBERS

- 9.1 A Retired Member shall be entitled to use the style MaPS (Retired).
- 9.2 Subject to Regulation 13.3 below, each Retired Member shall be entitled to receive notice of and to attend and speak at each general meeting of the Association and shall be entitled to one vote on any resolution at any general meeting of the Association or on any written resolution of the Association.

- 9.3 Each Retired Member shall (unless he is an Honorary Fellow) be required to pay to the Association such nominal annual subscription as the Executive Committee shall stipulate from time to time for payment to the Association by Retired Members.

APPLICATIONS FOR MEMBERSHIP

10. Applications for membership of the Association (and applications for re-admission to membership of the Association) shall be made in accordance with, and the procedure for admission or re-admission to membership of the Association shall be governed by, the Bye-Laws.

ANNUAL RENEWAL

- 10.1 Each Ordinary Member and each Fellow of the Association must satisfy the Executive Committee on an annual basis that he or she has undertaken such attendance and hours of continuing professional development training in the preceding year as shall be determined by the Executive Committee from time to time.
- 10.2 Ordinary Members and Fellows (other than Ordinary Members and Fellows who only practice as employees of one or more Ordinary Members, Fellows or Corporate Members) and Corporate Members are required to confirm to the Executive Committee annually that they hold current professional indemnity insurance and legal defence insurance cover as required by the Bye-laws.
- 10.3 The annual requirements of Regulations 10.1 and 10.2 above shall apply in respect of any member of the Association by reference to the anniversary of the date on which that member was admitted (or re-admitted) as a member of the Association.

TERMINATION OF MEMBERSHIP

- 11.1 The Executive Committee, or a committee of the Executive Committee, shall be entitled to remove the name of a member of the Association from the Register of Members of the Association should any subscription, fee, surcharge or other sum payable to the Association by that member be outstanding for a period of 30 days or more from the due date for payment thereof to the Association and shall be entitled to remove the name of a member of the Association from the Register of Members of the Association should the member fail to comply with the requirements of Regulation 8.5 and/or Regulation 10.1 and/or Regulation 10.2 above.

- 11.2 The Executive Committee shall remove the name of a member of the Association from the Register of Members of the Association on receipt by the Association of evidence of the member's death.
- 11.3 A member of the Association may resign as a member of the Association by giving written notice to the Chief Executive of the member's resignation, and the resignation shall take effect as at the date of the receipt of such notice by the Chief Executive or at such later date as may be specified in such notice.
- 11.4 No refund of any subscription or fees or any part thereof shall be made to any member of the Association on that member resigning as, or ceasing for any other reason to be, a member of the Association.
- 11.5 A member may be expelled from membership of the Association in terms of Clause 11 of the Bye-laws.
- 11.6 A member shall cease to be a member of the Association on the removal of that member's name from the Register of Members of the Association.
- 11.7 If a member is both an Ordinary Member or a Fellow and a Corporate Member, the Executive Committee, or a committee of the Executive Committee, shall be entitled on removing that member's name from the Register of Members of the Association as an Ordinary Member or a Fellow to remove that member's name from the Register of Members of the Association as a Corporate Member, and on removing that member's name from the Register of Members of the Association as a Corporate Member to remove that member's name from the Register of Members of the Association as an Ordinary Member or a Fellow.

CODE OF CONDUCT AND BYE-LAWS

12. Each member of the Association shall be bound by the Association's Code of Conduct and by the Bye-laws, and the Bye-laws shall apply as if set out in full in these Regulations.

ANNUAL SUBSCRIPTIONS

- 13.1 The annual subscriptions payable to the Association by members of the Association shall be fixed and payable in accordance with the Bye-laws.
- 13.2 The Executive Committee shall be entitled, in its sole discretion, to reduce, or waive the payment of, any annual subscription or arrears of annual subscription and/or any surcharge.

- 13.3 A member of the Association whose subscription to the Association is more than 90 days in arrears shall not be entitled to receive newsletters, notices or other publications from the Association or to receive notice of, or to attend, speak or vote at, any general meeting of the Association or to receive notice of, or to vote on, any resolution of the Association.

GENERAL MEETINGS

- 14.1 The Association shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. Not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting shall be held at such time and place as the Executive Committee shall determine.
- 14.2 The business to be transacted at each annual general meeting of the Association shall include:-
- (a) consideration of reports of the Association's activities (including reports on the activities of the Council, the Executive Committee, any Regional Committee and any other Committee) and of the financial position and the income and expenditure account and balance sheet to be presented to the meeting; and
 - (b) the appointment and fixing of the remuneration of the auditors of the Association.
- 14.3 All general meetings of the Association other than annual general meetings shall be called special general meetings.
- 14.4 The Executive Committee may, whenever it thinks fit, convene a special general meeting of the Association, and a special general meeting of the Association may also be convened on the requisition of three *per cent* in aggregate of the Ordinary Members and the Fellows of the Association or the signatures in aggregate of 200 Ordinary Members and Fellows, whichever is the less.
- 14.5 If at any time there are not within the United Kingdom sufficient members of the Executive Committee capable of acting to form a quorum, any member of the Executive Committee may convene a special general meeting of the Association in the same manner as nearly as possible as that in which a general meeting of the Association may be convened by the Executive Committee.
- 14.6 An annual general meeting of the Association and any special general meeting of the Association shall be called by at least 21 clear days' notice in writing. The notice shall specify the place, the day and the hour of the meeting and, in the case of special business, the general

nature of that business, and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in general meeting, to:-

- (a) the members of the Association;
- (b) the members of the Council and the members of the Executive Committee;
- (c) the Honorary Fellows; and
- (d) the auditors of the Association.

14.7 A general meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding Regulation, be deemed to have been duly called if it is so agreed in writing:-

- (a) in the case of a meeting called as an annual general meeting of the Association, by all the members of the Association having the right to attend and vote thereat; and
- (b) in the case of any other meeting of the Association, by a majority in number of the members of the Association having the right to attend and vote at the meeting and together representing not less than 95 per cent of the total voting rights at that meeting of all the members of the Association.

14.8 The notice convening an annual general meeting shall specify the meeting of the Association as such, and the notice convening a general meeting of the Association to pass a special or an extraordinary resolution shall specify the intention to propose the resolution as a special or extraordinary resolution, as the case may be.

14.9 The accidental omission to give notice of any meeting of the Association to, or the non-receipt of the notice of a meeting of the Association by, any person shall not invalidate the proceedings at the meeting.

14.10 Subject always to Regulation 14.11 below, no member of the Association shall be entitled to appoint a proxy or a representative to attend or to vote at any general meeting of the Association on that member's behalf.

14.11 A Corporate Member which is not an individual may by notice in writing to the Association appoint another member of the Association to attend and speak on its behalf at any general meeting of the Association.

PROCEEDINGS AT GENERAL MEETINGS

15.1 All business shall be deemed special that is transacted at a special general meeting, and also all that is transacted at an annual general meeting, with the exception of the business referred to in Regulation 14.2 above.

- 15.2 No business shall be transacted at any general meeting of the Association unless a quorum of members of the Association is present at the time when the meeting proceeds to business; save as herein otherwise provided, 20 members of the Association who are entitled to vote and who are present in person shall be a quorum.
- 15.3 If within half an hour from the time appointed for the meeting of the Association a quorum is not present, the meeting, if convened on the requisition of members of the Association, shall be dissolved, and in any other case the meeting shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Executive Committee may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the adjourned meeting, the meeting shall be dissolved.
- 15.4 The President of the Association or, in his absence, the President Elect or, in his absence, the Past President shall preside and take the chair at every general meeting of the Association if he be present and willing to act. If none of the President, the President Elect or the Past President is present and willing to preside and take the chair, then the chair shall be taken by a member of the Executive Committee who is present and willing to preside and take the chair (and as between members of the Executive Committee that one of them who is to preside and take the chair shall be determined by agreement between them or, failing such agreement, shall be determined by lot). If none of the President, the President Elect, the Past President or any member of the Executive Committee is present and willing to preside and take the chair then the members of the Association present and entitled to vote shall choose one of their number to preside and take the chair.
- 15.5 The chairman may, with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting), be entitled to adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 15.6 At any general meeting of the Association 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 at least 20 members of the Association present in person and

entitled to vote, or by the chairman of the meeting. Unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has on a show of hands been carried or lost or carried or not carried by a particular majority, and an entry to that effect in the book containing the minutes of the proceedings 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 the resolution.

- 15.7 A demand for a poll may be withdrawn.
- 15.8 If a poll is duly demanded, it shall be taken in such manner and at such time as the chairman of the meeting directs (except that a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith), and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. Any business other than that upon which a poll has been demanded may proceed pending the taking of the poll.
- 15.9 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a casting vote.
- 15.10 Subject to the provisions of the Act, a resolution in writing signed by or on behalf of all the members of the Association for the time being entitled to receive notice of and to attend and vote at general meetings of the Association shall be as valid and effective as if the same had been passed at a general meeting of the Association duly convened and held, and may consist of several documents in the like form, each signed by one or more members of the Association.
- 15.11 The Executive Committee shall be at liberty to invite any person or persons, not being a member or members of the Association, to attend and speak, but not to vote, at any general meeting of the Association.
- 15.12 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made shall be referred to the chairman of the meeting whose decision shall be final and conclusive.

THE COUNCIL

- 16.1 The Council will consist of:-
- (a) *ex officio*, the members of the Executive Committee;
 - (b) *ex officio*, the Chairmen of the Regional Committees;

- (c) up to seven sectoral representatives co-opted pursuant to Regulation 16.4 below; and
- (d) up to nine members (who need not to be members of the Association) co-opted by the Executive Committee, with the approval of the Council, for such period or periods as may be agreed by the Executive Committee.

A member of the Council who is such a member as the Chairman of a Regional Committee or as a sectoral representative co-opted pursuant to Regulation 16.4 below or as a member co-opted pursuant to sub-paragraph (d) of this Regulation 16.1 shall, upon being elected as a member of the Executive Committee, no longer be a member of the Council *ex officio* as such Chairman or as a co-opted member but shall continue as a member of the Council *ex officio* as a member of the Executive Committee.

- 16.2 The function of the Council shall not be to manage the business of the Association and the members of the Council shall not be directors of the Association for the purposes of the Act or any other statutory provisions or the common law. The functions of the Council shall be to determine policies for the Association and to advise the Executive Committee on strategic issues.
- 16.3 The members of the Council shall, subject to the Bye-laws, be entitled to payment of all travelling, hotel and other expenses reasonably and properly incurred by them in attending and returning from meetings of the Council or of any Committee of or established by the Council or otherwise in connection with the affairs of the Association.
- 16.4 When representation on the Council by the Chairmen of the Regional Committees and members of the Council appointed by the Executive Committee does not sufficiently cover the sectoral interests of any members of the Association, the Council shall co-opt a member of the Association to cover accordingly. Sectoral representation shall be actioned only when there are more than 50 members of the Association in the relevant sector.
- 16.5 The President of the Association shall preside and take the chair at every meeting of the Council at which the President is present, unless the President is unwilling or unable to preside and take the chair. If there is no President for the time being of the Association or if the President is unwilling or unable to preside and take the chair or is not present within five minutes after the time appointed for the meeting of the Council, the President Elect whom failing the Past President of the Association shall be chairman of the meeting if he is present, willing and able to preside and take the chair, failing which the members of the Council present shall choose one of their own member to be chairman of the meeting.

- 16.6 Unless otherwise determined by the Association in general meeting, the quorum for a meeting of the Council shall be eight members of the Council.
- 16.7 Subject always to Regulation 16.8 below, the Council may meet together for the despatch of business, adjourn and otherwise regulate its meetings as the Council thinks fit. Questions arising at any meeting of the Council shall be decided subject always to Regulation 16.16 below by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 16.8 The Council shall meet not less than twice in each calendar year.
- 16.9 On the request of the Executive Committee or of not less than 60 *per cent* of the members of the Council, the Secretary shall at any time summon a meeting of the Council by notice served upon all the members of the Council.
- 16.10 A member of the Council who is absent from the United Kingdom shall not be entitled to receive notice of a meeting of the Council.
- 16.11 The Council may invite or allow any person as it may consider appropriate to attend and speak, but not to vote, at any meeting or meetings of the Council.
- 16.12 A person may be a member of both the Executive Committee and a member of the Council.
- 16.13 A member of the Council shall cease to hold office as a member of the Council:-
- (a) if he resigns office as a member of the Council by notice in writing to the Association; or
 - (b) if he ceases to hold the office the holding of which makes him an *ex officio* member of the Council (unless immediately after he ceases to hold such office he holds another office which makes him an *ex officio* member of the Council).
- 16.14 Any one of the President, the President Elect or the Past President of the Association, together with the Chief Executive, shall have delegated powers to deal with urgent matters of the Council between meetings of the Council.
- 16.15 The Council may invite any Honorary Fellow who is not a member of the Council to attend and speak at any meeting of the Council, but any Honorary Fellow who is not a member of the Council shall not be entitled to receive notice of or to attend and speak at any meeting of the Council or to vote on any resolution of the Council.
- 16.16 Any member of the Council who is not a member of the Association shall not be entitled to vote on any resolution of the Council for the appointment of any person as a member of the Executive Committee.

EXECUTIVE COMMITTEE

- 17.1 The Executive Committee shall consist of:-
- (a) *ex officio*, the Past President of the Association; and
 - (b) up to 12 members of the Association elected by the Council, subject always to Regulation 16.16 above, from amongst the members of the Council.
- 17.2 The members of the Executive Committee shall be the directors of the Association for the purposes of the Act and any other statutory provisions and the common law.
- 17.3 The business of the Association shall be managed by the Executive Committee.
- 17.4 The Executive Committee may exercise all the powers of the Association to borrow or raise money and to mortgage and charge the undertaking and property of the Association.
- 17.5 The members of the Executive Committee shall, subject to the Bye-laws, be entitled to payment of all travelling, hotel and other expenses reasonably and properly incurred by them in attending and returning from meetings of the Association or of the Executive Committee or of any Committee of or established by the Executive Committee or otherwise in connection with the affairs of the Association. A member of the Executive Committee shall, in accordance with the Bye-laws, be paid a fee for each meeting of the Executive Committee he or she attends and for each other meeting the member attends as a representative of the Association.
- 17.6 On 1 October in each year any member of the Executive Committee, other than the Chairman and Deputy Chairman of the Executive Committee, elected or last re-elected by the Council from amongst the members of the Council more than 30 months prior to that 1 October shall retire from office but, subject to Regulation 17.7 below, shall be eligible for re-election in accordance with Regulation 17.8 below. Any period of office as a member of the Executive Committee prior to 12 September 2002 shall be taken into account for the purposes of this Regulation.
- 17.7 If a member of the Executive Committee has retired on 1 October in any year and been re-elected as a member of the Executive Committee with effect from that 1 October, then when that member of the Executive Committee next retires in accordance with Regulation 17.6 above:-
- (a) that member of the Executive Committee will not then be eligible for re-election by the Council as a member of the Executive Committee; and

- (b) that member of the Executive Committee will not be eligible for re-election by the Council as a member of the Executive Committee with effect from a date prior to the next following 1 October.
- 17.8 The election by the Council of members of the Executive Committee in place of those members of the Executive Committee who are retiring in accordance with Regulation 17.6 above on 1 October in any year shall take place prior to that 1 October.
- 17.9 Any casual vacancy in the Executive Committee may be filled by the Council from amongst the members of the Council.
- 17.10 The Association may by ordinary resolution, of which special notice has been given in accordance with Section 379 of the Act, remove from office any member of the Executive Committee notwithstanding anything in the Articles or in any agreement between the Association and that member of the Executive Committee.
- 17.11 The Chairman of the Executive Committee will hold office for two years from 1 October in the year in which he takes up office and will not be eligible for re-election as Chairman of the Executive Committee until 1 October in the calendar year following the calendar year in which he ceased to be Chairman of the Executive Committee. Upon the Chairman of the Executive Committee ceasing to be Chairman of the Executive Committee the Deputy Chairman of the Executive Committee will become the Chairman of the Executive Committee, provided that if there is no Deputy Chairman of the Executive Committee the Executive Committee will elect from amongst its members its Chairman. The members of the Executive Committee shall elect one of their own number (other than the Past President of the Association) as Deputy Chairman of the Executive Committee. The Chairman of the Executive Committee shall *ex officio* be the President of the Association and the Deputy Chairman of the Executive Committee shall *ex officio* be the President Elect of the Association.
- 17.12 The Executive Committee will elect its Deputy Chairman from amongst the members of the Executive Committee. The Deputy Chairman of the Executive Committee shall *ex officio* be the President Elect of the Association.
- 17.13 The Chairman of the Executive Committee shall preside and take the chair at every meeting of the Executive Committee at which the Chairman is present, unless the Chairman is unwilling or unable to preside and take the chair. If there is no Chairman for the time being of the Executive Committee or if the Chairman is unwilling or unable to preside and take the chair or is not present within five minutes after the time appointed for the meeting of the Executive Committee,

the Deputy Chairman of the Executive Committee shall be chairman of the meeting if he is present, willing and able to preside and take the chair, failing which the members of the Executive Committee present shall choose one of their own number to be chairman of the meeting.

- 17.14 All acts done by a meeting of the Executive Committee, or by a committee of or established by the Executive Committee, or by a person acting as a member of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Executive Committee or that any member of the Executive Committee was disqualified from holding office, or had vacated office, or was not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Executive Committee and had been entitled to vote.
- 17.15 Unless otherwise determined by the Association in general meeting, the quorum for a meeting of the Executive Committee shall be four members of the Executive Committee.
- 17.16 Subject always to Regulation 17.19 below, the Executive Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as the Executive Committee thinks fit. Questions arising at any meeting of the Executive Committee shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have a second or casting vote.
- 17.17 On the request of the Chairman of the Executive Committee or any member of the Executive Committee, the Secretary shall at any time summon a meeting of the Executive Committee by notice served upon all the members of the Executive Committee.
- 17.18 A member of the Executive Committee who is absent from the United Kingdom shall not be entitled to receive notice of a meeting of the Executive Committee.
- 17.19 The Executive Committee shall meet together for the despatch of business not less than six times in each calendar year.
- 17.20 A member of the Executive Committee shall declare any interest the member has in any contract to be entered into by the Association and shall not vote in respect of any contract in which the member is interested or in respect of any matter arising thereat, and if the member does so vote, the member's vote shall not be counted.
- 17.21 A resolution in writing, signed by all the members of the Executive Committee for the time being entitled to receive notice of a meeting of the Executive Committee, shall be as valid and effective as if it had been passed at a meeting of the Executive Committee duly convened and

held, and may consist of several documents in the like form each signed by one or more members of the Executive Committee.

- 17.22 The Executive Committee may invite or allow any person as it may consider appropriate to attend and speak, but not to vote, at any meeting or meetings of the Executive Committee.
- 17.23 One member of the Executive Committee will carry the portfolio for the financial affairs of the Association and act as the Association's Treasurer reporting at each meeting of the Executive Committee on the current financial state of the Association through the submission of management accounts.
- 17.24 Any one of the Chairman of the Executive Committee or the Deputy Chairman of the Executive Committee, together with the Chief Executive, have delegated powers to deal with urgent matters of the Executive Committee between meetings of the Executive Committee.
- 17.25 The Executive Committee shall have power to nominate, either from its own members or from members of the Association on the recommendation of the Council or of a Regional Committee, delegates to represent the Association on national or local bodies or kindred associations where it is felt that representation would be of benefit and interest to the Association and the members of the Association.
- 17.26 The Chairman of the Executive Committee and the member of the Executive Committee acting as the Association's Treasurer shall each be entitled to an honorarium in accordance with the Bye-Laws.

REGIONAL COMMITTEES

18. Regional Committees shall be formed constituted and governed in accordance with the Bye-Laws.

PRESIDENT, PRESIDENT ELECT AND PAST PRESIDENT

- 19.1 The Chairman of the Executive Committee shall *ex officio* be President of the Association.
- 19.2 The Deputy Chairman of the Executive Committee shall *ex officio* be the President Elect of the Association.
- 19.3 The Past President of the Association shall be the last President of the Association to have demitted office, if willing to serve; failing such, the Past President of the Association shall be any previous holder of the office of President of the Association who may be elected as Past President by the Council.

CHIEF EXECUTIVE

- 20.1 The Executive Committee shall appoint a Chief Executive who shall be an employee of the Association and the Association's chief executive officer with the title of "Chief Executive" and who shall hold office on such terms and conditions and for such remuneration as may be fixed by the Executive Committee. The Council and the Executive Committee may delegate to the Chief Executive such powers and duties as the Council or the Executive Committee (as the case may be) thinks fit.
- 20.2 The Chief Executive shall act as secretary to the Executive Committee and as secretary to the Council and shall conduct the administrative duties of both the Executive Committee and the Council and of the Association in general. The Chief Executive shall act as Treasurer to the Executive Committee and shall promptly pay into the Association's bank account, which shall, in respect of amounts exceeding £1,000, be operated by the Chief Executive and one member of the Executive Committee, monies and funds which are paid to the Association (other than any such monies or funds which are paid to a Regional Committee).

OTHER OFFICERS

- 21.1 The Executive Committee may also appoint and, in the Executive Committee's discretion, remove such officers, employees and agents for permanent, temporary or special services as the Executive Committee may from time to time think fit and may determine their powers and duties and fix their salaries and emoluments and other terms and conditions of employment.
- 21.2 The Chief Executive shall engage, subject to the Executive Committee's approval, such support staff as the Executive Committee deems necessary for the proper conduct of the day to day business and affairs of the Association. The support staff shall be engaged at such remuneration and on such conditions as are approved by the Executive Committee.

COMMITTEES OF THE EXECUTIVE COMMITTEE

- 22.1 The Executive Committee may delegate any of the Executive Committee's powers to a committee or committees consisting of such persons (whether or not being members of the Executive Committee) as the Executive Committee shall determine.
- 22.2 The Executive Committee may also establish a committee or committees consisting of such persons (whether or not being members of the Executive Committee) as the Executive

Committee shall determine for the purposes of providing advice and assistance to the Executive Committee and to the Chief Executive and other professional officers of the Association.

- 22.3 When establishing any committee in accordance with the Articles, the Executive Committee shall, subject to the Articles, prescribe regulations for the appointment, retirement by rotation and removal of the members of the committee and regulations determining the remit, functions and authority of the committee and shall prescribe such regulations (if any) as the Executive Committee considers appropriate for the management and organisation of the committee.
- 22.4 The Executive Committee shall be entitled from time to time to amend, vary, alter, revoke or renew any regulation prescribed by the Executive Committee in accordance with Regulation 22.3 above.
- 22.5 A committee established by the Executive Committee shall (subject to any regulations prescribed by the Executive Committee) meet and adjourn as it thinks proper.
- 22.6 The chairman of each committee established by the Executive Committee shall be nominated or approved by the Executive Committee. The chairman of a committee established by the Executive Committee shall preside and take the chair at every meeting of the Committee at which he or she is present, unless he or she is unwilling or unable to preside and take the chair. If there is no chairman for the time being of the committee, or if the chairman of the Committee is unwilling or unable to preside and take the chair or is not present within five minutes after the time appointed for the meeting of the committee, the members of the committee present shall choose one of their own number to be acting chairman of the meeting.
- 22.7 Each member of a committee shall have one vote. Questions arising at any meeting of a committee established by the Executive Committee shall be determined by a majority of votes of the members of the committee present, and in the case of an equality of votes the chairman of the meeting shall have a second or casting vote.
- 22.8 A committee may (unless the Executive Committee shall otherwise determine) invite or allow any person as the committee considers appropriate to attend and speak, but not to vote, at any meeting or meetings of the Committee.
- 22.9 In making regulations for the establishment of any committee, the Executive Committee shall be entitled to provide that the members of the committee can appoint additional members of the committee, subject always to the appointment not causing the number of members of the committee to exceed the maximum number of members of the committee prescribed by the Executive Committee.

DISQUALIFICATION OF OFFICERS

23. The office of a member of the Council or a member of the Executive Committee shall be vacated:-
- (a) if he resigns office by a notice in writing to the Association; or
 - (b) if he becomes bankrupt or insolvent or apparently insolvent or shall suspend payment to, or compound with, his creditors; or
 - (c) if a receiver or judicial factor is appointed to the whole or any part of his property; or
 - (d) if he, being a member of the Executive Committee, ceases to hold office by virtue of any provisions of the Act or is disqualified by law from being a director of a company; or
 - (e) if, being a member of the Association, he ceases for any reason to be a member of the Association (including by reason of the termination of his membership of the Association in terms of the Articles or the Byelaws).

MINUTES

- 24.1 The Council shall cause minutes to be made of the members of the Council present at each meeting of the Council and of all resolutions and proceedings at all meetings of the Council.
- 24.2 The Executive Committee shall cause minutes to be made:-
- (a) of all appointments of officers made by the Executive Committee or the Association in general meeting;
 - (b) of the names of the members of the Executive Committee present at each meeting of the Executive Committee and of any committee of or established by the Executive Committee; and
 - (c) of all resolutions and proceedings at all meetings of the Association, and of the Executive Committee, and of any committee of or established by the Executive Committee.

SECRETARY

25. Subject to the provisions of the Act, the Secretary shall be appointed by the Executive Committee for such term and at such remuneration and upon such conditions as the Executive

Committee shall think fit; and the Secretary may be removed by the Executive Committee. The Secretary may be the Chief Executive.

HONORARY FELLOWS

- 26.1 Honorary Fellows of the Association may be nominated and elected in accordance with the Bye-laws. An Honorary Fellow need not be a member of the Association. Notwithstanding that an Honorary Fellow is not a member of the Association, he shall be entitled to receive notice of and to attend and speak at each general meeting of the Association but unless he or she is an Ordinary Member or a Fellow he or she shall not be entitled to vote on any resolution at any general meeting of the Association or on any written resolution of the Association.
- 26.2 An Honorary Fellow shall not be required to pay any annual subscription to the Association.
- 26.3 The Council may at its discretion terminate any honorary fellowship of the Association.

ACCOUNTS

- 27.1 The Executive Committee shall cause to be kept such books of account as are necessary to exhibit and explain the transactions and financial position of the Association and to give a true and fair view of the state of its affairs and in particular (but without limiting the generality of the foregoing provision) proper books of account with respect to:-
- (a) all sums of money received and expended by the Association and the matters in respect of which such receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Association; and
 - (c) the assets and liabilities of the Association.
- 27.2 The books of account shall be kept at the Registered Office or, subject to Section 222 of the Act, at such other place or places as the Executive Committee thinks fit, and shall always be open to the inspection of the members of the Executive Committee and the auditors of the Association.
- 27.3 The Executive Committee shall from time to time in accordance with the Act cause to be prepared and to be laid before the Association in general meeting an income and expenditure account, a balance sheet and report of the Executive Committee and a report of the auditors of the Association on such account and balance sheet. The auditors' report shall be read before the general meeting as required by the Act.

- 27.4 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 and a copy of the report of the Executive Committee, shall, not less than 21 clear days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings of the Association, provided that this Regulation shall not require a copy of those documents to be sent to any person of whose address the Association is not aware.

AUDIT

28. Once at least in every calendar year the accounts of the Association shall be audited by one or more properly qualified auditor or auditors. Auditors of the Association shall be appointed and their duties regulated in accordance with the Act or other statutory provisions as to audit for the time being in force.

NOTICES

- 29.1 Any notice may be served by the Association on any member of the Association or any officer of the Association either personally or by sending it through the post in a prepaid letter, properly addressed to such member at his or her registered address as appearing in the Register of Members of the Association or to such officer, at his or her registered address as appearing in the list of officers (as the case may be).
- 29.2 Any person described in the Register of Members of the Association or list of officers by an address not within the United Kingdom, who shall from time to time give to the Association an address within the United Kingdom at which notices may be served upon that person, shall be entitled to have notices served upon that person at such address; the Association is not bound or obliged to give notice to any person at an address outwith the United Kingdom.
- 29.3 Any notice served by post shall be deemed to have been served on the day following the day on which the notice was posted, and in proving such service it shall be sufficient to show that the notice was properly addressed and posted prepaid.

INSURANCE

30. Without prejudice to the provisions of Regulation 31 below, the Executive Committee shall have power to purchase and maintain insurance for, or for the benefit of, any persons who are or were at any time directors (within the meaning of the Act), officers or employees of the

Association including (without prejudice to the generality of the foregoing) insurance against any liability incurred by any such person in respect of any act or omission in the actual or purported execution and/or discharge of his or her duties and/or the exercise or purported exercise of his or her powers and/or otherwise in relation to his or her duties, powers or offices in relation to the Association but excluding always any liability incurred by any such person as a result of any act or omission which any such person knew to be a breach of trust or breach of duty or which was committed by such person in reckless disregard of whether it was a breach of trust or a breach of duty or not.

INDEMNITY

31. Every member of the Council, every member of the Executive Committee, every member of a Regional Committee, every member of any other Committee of the Association and every employee of the Association from time to time shall be indemnified by the Association against any liability incurred as a result of being such a member or employee unless such liability was incurred through his or her own dishonesty or wilful wrongdoing, and the Association shall pay out of the funds of the Association all costs, losses and expenses to which any of such person may incur or to which any such person may become liable by reason of any contract entered into or act or deed done in the discharge of his or her duties unless the same happened through his or her own dishonesty or wilful wrongdoing.

SEAL

32. The Association shall not have a seal.