

No. of Company - 1889626

**THE COMPANIES ACTS 1948 TO 2006**  
**COMPANY LIMITED BY GUARANTEE AND**  
**NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**of**  
**BIOINDUSTRY ASSOCIATION**

(as adopted by a special resolution passed on 7<sup>th</sup> October 2014)

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1. In these Articles (if not inconsistent with the subject or context and save as expressly provided) the words:-

“2006 Act” means the Companies Act 2006;

“Address” includes (but only in relation to electronic communications) any number or address used for the purposes of such communications;

“these Articles” means these Articles of Association as amended, and any regulations of the Association from time to time in force;

“the Association” means the Bioindustry Association;

“Auditors” means the auditors of the Association from time to time;

“the Board” means the board of directors of the Association from time to time;

“Companies Acts” has the meaning given by Section 2 of the 2006 Act but shall extend only to provisions that are in force at the relevant date;

“Corporate Member” has the meaning given in Article 6;

“Corporate Representatives” has the meaning given in Article 33;

“General Meeting” means a meeting of the members of the Association under these Articles and the provisions of the Companies Acts;

“electronic communication” means as defined in the Electronic Communications Act 2000;

“the Memorandum of Association” means the Memorandum of Association of the Association;

“the Office” means the registered office of the Association;

“Other Member” has the meaning given in Article 6;

“Other Representatives” has the meaning given in Article 33;

“the Seal” means the common seal of the Association;

“Statutes” means the Companies Acts and every other statute (including any orders, regulations or other subordinate legislation made under any of the foregoing) for the time being in force concerning associations or companies and affecting the Association;

“in writing” means written or produced by a substitute for writing or partly one and partly another including anything in electronic form;

Words denoting the singular shall import the plural and vice versa. Words denoting the masculine shall include the feminine. Words denoting “**persons**” shall include reference to individuals (including natural persons), companies (including, without limitation, a limited company), corporations, partnerships, limited partnerships, limited liability partnerships, limited liability companies, joint ventures, trusts, associations, unincorporated organisations or other entities, or any governmental entity (whether or not having a separate legal personality). Reference to a month shall denote a whole calendar month.

Any reference in these Articles to a statutory provision or enactment shall include any statutory modification or re-enactment of that provision for the time being in force.

Subject to the above, any words or expressions defined in the Companies Acts shall (if not inconsistent with the subject or context) bear the same meanings in these Articles.

2. The number of members with which the Association proposes to be registered is unlimited.
3. Every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
4. The following persons shall be members of the Association:
  - (A) Every person who is a subscriber to the Memorandum of Association or was a member of the Association as at the date of adoption of these Articles, or
  - (B) Every person:-
    - (i) whose application for admission is approved in accordance with these Articles;
    - (ii) who has signed a written consent to become a member or signed the register of members; and
    - (iii) has within 30 days of admission paid the subscription (if any) payable by him on admission.
5. A member of the Association shall cease to be a member:

- (A) on the expiration of his then current membership year provided that he has given notice in writing to the Association of his intention not to renew his membership at least six months before the end of the final day of such membership year;
- (B) if he dies or, if applicable, is wound up or dissolved;
- (C) if a receiving order is made against him or he makes any arrangement or composition with his creditors; and
- (D) if in accordance with **Article 43** he is expelled from the Association by the Board.

6.

- (A) Subject to paragraph (B) of this Article, the Board may admit as a member to the Association any:
  - (i) company incorporated under the Companies Acts or any other body corporate that is actively engaged in the research, development, manufacturing, marketing or sale of products or processes wholly or partly produced using biotechnological means, or the equipment, technical and engineering services needed for their production (a “Corporate Member”); or
  - (ii) any other person not falling within sub-paragraph (i) above (an “Other Member”).
- (B) A person may only become a Corporate Member or Other Member if they have:
  - (i) submitted an application for membership to the Secretary of the Association and paid, in clear funds, the applicable annual subscription fee; and
  - (ii) had their application approved by a majority of the directors present at a meeting of the Board on a show of hands or by not less than three persons to whom the Board has delegated the power to admit members (which may include any member of the Board, the Secretary of the Association, the Chief Operating Officer and the Chief Executive Officer).
- (C) A member of the Board, whether or not a representative of a Corporate Member or Other Member pursuant to **paragraph (D)** below, must be a natural person.
- (D) A Corporate Member may give notice in writing addressed to the Association and deposited at the Office:-
  - (i) appointing any person to be its representative to attend and vote at meetings of the Association on its behalf pursuant to Section 323 of the 2006 Act; or
  - (ii) revoking any such appointment, and (if so desired) appointing some other person to be its representative for the purposes described above;

provided that any notice given under **paragraph (D)(i)** above shall revoke the appointment of any representative previously appointed by the same member, and provided further that no Corporate Member is entitled to have more than one appointed representative at any time. Every appointment made under **paragraph (D)(i)** above shall endure and have effect until it is revoked or the appointed representative dies.

- (E) A Corporate Member may give notice in writing addressed to the Association and deposited at the Office identifying the individual officers or employees of such member who shall be entitled to use the facilities of and participate in activities promoted by the Association, provided the number of persons nominated does not exceed any maximum number as may be determined by the Board from time to time.

7.

- (A) Every member shall pay to the Association on admission and thereafter annually in advance a subscription fee of such sum as may from time to time be determined by the Board. The Board may fix different rates of annual subscription for each such category or categories of member as it may create under **Article 9**, including categories of Other and Corporate Members.

- (B) Furthermore, and subject to paragraph (C) below, if two (2) or more existing members should enter into a transaction (or series of transactions) that results in:

- (i) their amalgamation, merger, reconstruction, consolidation;
- (ii) one of the members acquiring all or substantially all of the issued share capital of the other member(s); or
- (iii) otherwise in one of them ceasing to exist as a separate or independent entity,

then the Board shall be entitled to adjust the annual subscription rates for the surviving entity in such manner as it reasonably considers compensates the Association for the loss of income caused (or that would be caused) by such transaction including, without limitation, by adjusting the rates as follows:

- (iv) in respect of the first subscription year following the completion of the transaction, by requiring the surviving, successor or acquiring member to pay the aggregate of (i) 100% of the highest annual subscription rate payable by the member(s) involved in such transaction, and (ii) 75% of the lowest annual subscription rate payable by the member(s) involved in such transaction; and
- (v) in respect of the second subscription year following the completion of the transaction, by requiring the surviving, successor or acquiring member to pay the aggregate of (i) 100% of the highest annual subscription rate payable by the member(s) involved in such transaction; and (ii) 50% of the lowest annual subscription rate payable by the member(s) involved in such transaction.

In making the adjustments referred to above, the Board shall be entitled to assume that the member that does not survive the transaction would have remained a member of the

Association for at least two full membership years following the completion of the transaction.

- (C) If the transaction involves a member (the “**acquired member**”) being acquired by, or amalgamated, merged or consolidated with, another entity (whether that other entity a member or not) (the “**acquiring entity**”), and the Board considers that the acquired member (or the business of the acquired member that was acquired) will continue to be operated as an autonomous operating unit or business within the acquiring entity (or any part of its business), then the Board shall be entitled, for the purposes of setting and charging subscription fees, to:
- (i) continue to treat the acquired member as a separate and individual member for the purposes of subscription fees; and
  - (ii) if the acquiring entity is also a member, continue to treat it as a separate and individual member.
8. The annual subscription of each member is due either:
- (A) on the first day of January in each year, and if not paid by the twenty-eighth day of February shall be considered to be in arrear; or
  - (B) on the day of admission to membership of the Association of such member, and if not paid within two months of that day shall be considered to be in arrear; and

in either case, a membership year will run for such member for one year starting on the day payment becomes due, and ending on the end of the same calendar day one year later. No member whose subscription is in arrear shall be entitled to receive notice of or to attend or vote at General Meetings or to enjoy any of the privileges of the Association.

9. The Board may create such category or categories of limited membership of the Association as the Board may determine (such categories within Corporate Members and Other Members). Each such category of limited membership established by the Board shall have such rights and obligations (including limited or restricted membership rights and benefits) and be subject to such rules as to admission of membership, the payment of the annual subscription fees or otherwise as the Board may determine (save that no person in any such category shall be given the right to vote at General Meetings unless otherwise determined by the Board).

### **GENERAL MEETINGS**

10. The Association shall in each year hold a General Meeting as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it.
11. The Board may convene General Meetings whenever they think fit and, on the requisition of voting members pursuant to the provisions of the Companies Acts, shall forthwith proceed to convene a General Meeting in accordance with the provisions of the Companies Acts.

### **NOTICE OF GENERAL MEETINGS**

12. Subject to these Articles and the provisions of the Companies Acts (that in each case which, may require certain General Meetings to be called by more than twenty-one day's notice), all General Meetings shall be called by at least twenty-one day's notice. General Meetings may be called by a shorter notice period if it is so agreed by a majority in number of the members together representing not less than ninety percent of the total voting rights of all the members.
13. Notices of meetings given under **Article 12** shall be exclusive of both the day on which they are served or deemed to be served and of the day for which they are given, and will specify the place, the day, the hour and, in the case of special business, the general business of the meeting. Notice of General Meetings shall be given to every member of the Association and every director of the Association, in each case who is entitled to receive such notice under these Articles.
14. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive such notice shall not invalidate the proceedings or any resolution passed at any meeting.

### **PROCEEDINGS AT GENERAL MEETINGS**

15. All business that is transacted at an Annual General Meeting shall be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.
16. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided and subject to the provisions of the Companies Acts, at least five (5) members present in person or by proxy and together representing at least five (5) percent of the total voting rights of all the members having a right to vote at the meeting shall be a quorum.
17. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, or at such other time and place as the members present shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting then the members present shall be a quorum.
18. The chairman of the Association shall preside at every General Meeting, but if there is no chairman or if he is not present at any meeting within fifteen minutes after the time appointed for holding the meeting or if he is unwilling to preside, the members present shall choose some member of the Board, or if no such member is present or if all the members of the Board present decline to take the chair, they shall choose some member of the Association who is present to preside.
19. The chairman of any General Meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as for an original

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

20. A resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Companies Acts, a poll may be demanded:-
  - (A) by the chairman of the meeting; or
  - (B) by at least five (5) members present (who are entitled to vote); or
  - (C) by a member or members present and representing one-tenth of the total voting rights of all the members having a right to vote at the meeting.

Unless a poll has been demanded as set out above, a declaration of the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

21. If a poll is demanded in accordance with **Article 20** then it shall be taken at such time and place, and in such manner, as the chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
22. No poll shall be demanded on the election of the chairman of a meeting, or on any question of adjournment.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.
24. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

### **VOTES OF THE MEMBERS**

25. Every member has one vote at any General Meeting, except that if a member (i) falls into one of the categories contemplated by Article 9, or (ii) has not paid every subscription (if any) and any other amount due and payable by him to the Association in respect of his membership, then in either case he shall not have a vote, either personally or by proxy (or as a proxy for another member) at any General Meeting.
26. Votes may be given on a poll either personally or by proxy. A Corporate Member may vote by its duly authorised representative appointed as provided by Section 323 of the 2006 Act and **Article 6(C)**. No person shall act as a proxy who is not entitled to be present and vote in his own right.
27. The Board may (but need not) allow proxies to be appointed by means of electronic communication, and if it does it may make such appointments subject to such stipulations, conditions or restrictions, and require such evidence of valid execution, as the Board thinks fit. If the appointment of a proxy is contained in an electronic communication, it shall be executed by or on behalf of the appointor.

28. An instrument appointing a proxy shall:
- (A) be deposited with the Secretary not less than forty-eight hours before the time for holding the General Meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
  - (B) in the case of a poll taken more than forty-eight hours after it is demanded, be deposited with the Secretary after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll; or
  - (C) where the poll is not taken immediately but is taken not more than forty-eight hours after it was demanded, be delivered at the General Meeting at which the poll was demanded to the Chairman or to the Secretary or to any director;
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
29. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the office one hour at least before the time fixed for holding the meeting.
30. Any instrument appointing a proxy shall be in the following form (or in any other form which the Board shall approve):-

#### **BIOINDUSTRY ASSOCIATION**

“I,

“of

“a member of the BIOINDUSTRY ASSOCIATION

“hereby appoint

“of

“another member of the Association, and

“failing him,

“of

“another member of the Association, to vote

“for me and on my behalf at the (Annual or not, as the case may be)

“General Meeting of the Association to be held on

“the day of, and

“at every adjournment thereof.

“As witness my hand this day of 20 ”.

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

#### **CHAIRMAN**

31. The Association shall have a Chairman (the “Chairman”).



- (A) The Chairman shall, whilst holding office, be a member of the Board and of such committees of the Board or of the Association as the Board determines. The Chairman shall take office as soon as practicable following his election and shall hold office for a renewable period of two calendar years, or such other period as the Board may determine. The Chairman may resign during his term of appointment or be removed by the Board. Whilst holding office he shall be a member of the Board and of such committees of the Board or of the Association as the Board determines. He shall be elected by the Board from the members of the Board.
  - (B) At the Board's invitation, upon expiration of his two-year period of office, the immediate past Chairman shall remain a member of the Board and of all committees of the Board or of the Association for a further one-year period without election, and shall also be eligible for re-election as Chairman.
  - (C) The Chairman shall remain a Board member during his entire period of office and for any additional period of office for which he is invited to serve pursuant to Article 31(B), notwithstanding that he shall then have been a Board member for more than 2 years without having been re-elected. Accordingly, the Chairman shall not be subject to re-election during these periods of office.
32. The Board, in its discretion, may from time to time appoint a member of the Board to hold office as Deputy Chairman from and until such date as the Board may determine. The Deputy Chairman may resign during his term of appointment or be removed by the Board.

### **THE BOARD**

33. The Board shall be constituted as follows:-
- (A) twelve representatives nominated by the members of the Association from amongst the Corporate Members ("Corporate Representatives") four of whom, subject to Article 31, shall be elected at each Annual General Meeting and shall at the time of their election be chief executive officers or divisional chiefs or their equivalent of Corporate Members or chairmen of Corporate Members except in the case of a Corporate Members which is a United Kingdom branch or subsidiary of a foreign corporation, in which event a senior representative of the United Kingdom branch or subsidiary may be appointed. Such Corporate Representatives shall be elected for a period of three years commencing on the first of January next following the Annual General Meeting;
  - (B) not more than three representatives nominated by the members from the Other Members ("Other Representatives") entitled to nominate directors, one of whom shall be elected at each Annual General Meeting. Such Other Representatives shall, subject to **Article 31**, be elected for a period of three years commencing on the first of January of the year next following the Annual General Meeting;
  - (C) the Board may approve the appointment to the Board of not more than three further Corporate Representatives or Other Representatives. Any such members shall, subject to Article 31, be appointed for a period of up to three years;

- (D) only one representative from any Corporate Member or Other Member may be appointed to the Board;
  - (E) subject to Article 37, no person may be nominated or appointed to the Board, if such person has already served as a Board member for three consecutive three-year periods (a “**Non-eligible Person**”); and
  - (F) the Chief Executive as ex-officio member.
34. If a Corporate Representative or an Other Representative ceases to hold office as chairman or chief executive officer of the Corporate Member or Other Member he represents, the relevant Corporate Representative or Other Representative shall retire at the next Annual General Meeting or at such earlier date as the Board may resolve.
  35. If, during the course of his tenure of office, a Corporate Representative becomes a representative of an Other Member, he shall retire at the next Annual General Meeting, and shall be entitled to be re-elected to the Board as an Other Representative. If, during the course of his tenure of office, an Other Representative becomes a representative of a Corporate Member, he shall retire at the next Annual General Meeting, and shall be entitled to be re-elected to the Board as a Corporate Representative.
  36. The members in General Meeting may from time by ordinary resolution increase or reduce the number of Board members required to be representatives of Corporate Members or Other Members.
  37. The Board members shall have power at any time, and from time to time, to appoint any Corporate Representative or Other Representative (including a Non-eligible Person) to be a Board member either to fill a casual vacancy or as an addition to the existing Board members, but so that the total number of Board members shall not at any time exceed eighteen. Any person so appointed shall hold office only until the next following Annual General Meeting, and shall then be eligible for re-election by the members, unless such person is a Non-eligible Person, in which case he shall not be eligible for re-election.
  38. The members may by ordinary resolution, of which special notice has been given in accordance with Section 168 and 312 of the 2006 Act, remove any Board member before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Board member.
  39. The members may by ordinary resolution appoint another person in place of a Board member removed from office under the immediately preceding Article.

### **POWERS OF THE BOARD**

40. The business of the Association shall be managed by the Board, who may exercise all the powers of the Association that are not required only to be exercised by the Association in General Meeting. These powers of the Board may be limited by the Companies Acts, these Articles, or rule or bylaw made by the Association in General Meeting. However, no rule or bylaw made by the Association shall invalidate any prior act of the Board which would have been valid if that rule or bylaw had not been made. A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

41. The Board members for the time being may act notwithstanding any vacancy in their body, provided that if there are less than six members of the Board at any time it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body, or of convening a General Meeting, but not for any other purpose.
42. Without prejudice to the generality of the powers of the Board under **Article 40** the Board may make, alter and rescind byelaws for the management of the affairs of the Association, insofar as they do not conflict with these Articles or amount to or involve such an alteration or addition to these Articles as could only lawfully be made by Special Resolution as required by the 2006 Act.
43. The Board may, in its absolute discretion, without giving any reasons for its action, by a vote of two-thirds of the members of the Board present at any Board meeting of and at which the member in question has been given reasonable notice and a reasonable opportunity of attending and being heard in his defence, suspend for any period of time deemed appropriate by the Board or expel any member whose conduct shall appear to be derogatory to the character or prejudicial to the interests of the Association. Failure by any member to comply with the provisions of any code of conduct or best practice approved and adopted by the Association in General Meeting (“Code”) in effect from time to time may constitute conduct derogatory to the character or prejudicial to the interests of the Association.
44. Prior to taking any such action under **Article 43** to suspend or expel a member who has failed to comply with any Code, the Board may, at its absolute discretion, call that member to explain his reasons for failure to comply at any meeting of the Board and/or censure that member either privately or publicly in any way it deems appropriate. If a member shall be expelled from the Association he shall thereafter be disqualified from election or appointment to any office of or in connection with the Association, and any such office held by him at the date of such expulsion or suspension shall also be vacated.
45. A resolution in writing signed by a majority of Board members or a majority of the members of any committee of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.
46. The Board (or a committee of the Board) if meeting in separate locations shall be deemed to meet together if they are nonetheless linked by conference telephone or other communication equipment which allows those participating to hear and speak to each other. The proceedings of the Board or a committee of the Board recorded in minutes and communicated to the chairman of the meeting shall be treated as votes in favour of or against a particular resolution (as appropriate). A resolution passed at any meeting held in this manner and signed by the chairman of the meeting shall be as valid and effectual as if it had been passed at a meeting of the Board (or, as the case may be, of that committee) duly convened and held. 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 then present.

#### **INDEMNITY**

47. Subject to the provisions of the Companies Acts and of any other legislation affecting the Association and of the Memorandum of Association every Board member and every other officer of the Association shall be entitled to have reimbursed to him out of the funds of the Association all travelling and other expenses (including reasonable expenses of and

incident to journeying to and from Association or Board meetings or any committee thereof) which he may from time to time incur in the discharge or attempted discharge of his duties and be indemnified by the Association against all liabilities whatsoever which he may from time to time take upon himself as agent of the Association or for its benefit or intended benefit.

### **CHIEF EXECUTIVE**

48. The Board may appoint as head of administration of the Association a Chief Executive (“Chief Executive”) for such time, at such remuneration, with such duties and upon such terms and conditions as they may think fit and any Chief Executive so appointed may be removed by them. The Chief Executive shall be entitled to attend and, if invited by the chairman of the meeting, speak at all General Meetings. Every Chief Executive shall be ex-officio a member of the Board.

### **SECRETARY**

49. The Secretary may be appointed by the Board for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by it. Every Secretary shall be ex-officio a member of the Board. A retiring Secretary shall be eligible for re-election.
50. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board or of a committee thereof authorised by the Board in that behalf and every instrument to which the seal shall be affixed shall be signed by a Board member and shall be counter signed by the Secretary or by a second Board member or by some other person appointed by the Board for the purpose, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

### **DISQUALIFICATION OF BOARD MEMBERS**

51. The office of a Board member shall be vacated:-
- (A) if a receiving order is made against him or he makes any arrangement or composition with his creditors;
  - (B) if he becomes of unsound mind;
  - (C) if he ceases to be a member of the Association either through resignation or expulsion or otherwise or if he be suspended from membership of the Association under any of the provisions of these Articles or any of the byelaws of the Association for the time being in force;
  - (D) if he is censured by the Board for any offence under these Articles or the byelaws of the Association for the time being in force, except if, in the case of an offence under a byelaw, the Board had already determined prior to his offence that offences under the byelaw would not permit disqualification under this paragraph;
  - (E) if by notice in writing to the Association he resigns his office;

- (F) if he ceases to hold office by reason of any disqualifying order made under the Company Directors Disqualification Act 1986 or any successor legislation; or
- (G) if, being an ex-officio member, he ceases to hold the office by virtue of which he became a member.

### **PROCEEDINGS OF THE BOARD**

- 52. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman of the Board shall have a second or casting vote. Each member of the Board is entitled to receive notice of a meeting of the Board at his address for electronic communications.
- 53. If at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Board present shall choose one of their number to be chairman of the meeting.
- 54. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.
- 55. The Board may delegate any of their powers to committees consisting of such Board member or members of the Association as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Board. Except in so far as the Board shall from time to time otherwise think fit and determine, the Board members of all committees shall be elected or appointed or re-elected or re-appointed annually at the first meeting of the Board held after the Annual General Meeting of the Association. The meetings and procedures of any such committee shall be governed by the regulations of the Board so far as such regulations do not supersede the provisions of these Articles. All acts and proceedings of any such committees shall be reported to the Board as soon as possible.
- 56. The Board may at any time and from time to time appoint one or more committee(s) consisting of such persons (whether or not members of the Association) as they think fit for the purpose of providing advice to the Board and any committee so formed shall conform to any regulations imposed on it by the Board. The Board may not delegate any of their powers hereunder to any such committee(s).
- 57. All acts done in good faith by any meeting of the Board or of any committee of the Board or by any person acting as Board member shall be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Board member, even if it is discovered after such an act that there was some defect in the appointment or continuance in office of any such Board member or committee or person acting as Board member.
- 58. The Board shall cause proper minutes to be made of all appointments of officers and other Board members made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the

chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated in such minutes.

### **ACCOUNTS**

59. The Board shall cause proper books of account to be kept with respect to:
- (A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;
  - (B) the assets and liabilities of the Association; and
  - (C) all sales and purchases of goods by the Association.

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

60. The books of account shall be kept at the Office or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.
61. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association of any of them shall be open to the inspection of members not Board members, and no such member shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.
62. At each Annual General Meeting the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to the thirty-first day of December that last fell before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting.

### **AUDIT**

63. Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
64. Auditors shall be appointed and their duties regulated in accordance with Section 498 of the 2006 Act.

### **NOTICES**

65. Any notice or document may be served by the Association upon any member, by hand, by sending it through the post in a prepaid letter or by fax or telex or electronic communication (including email) addressed to that member's last known address or telephone number or electronic address. If a member changes his address from the one provided to the Secretary for entry in the register of members, he shall give notice to the Secretary in writing of that change within one month.
66. In the case of a Corporate Member or Other Member that is a corporation or partnership the address of such member which shall from time to time be entered in the Association's register of members shall be the address of the registered office or other principal office in the United Kingdom or the Republic of Ireland unless the Secretary is otherwise given notice in writing of a different address by that member.
67. Any notice required to be given by the Association to the members that is not expressly required by these Articles or the rules of the Association for the time being in force to be given in a prescribed manner shall be sufficiently given if given by advertisement.
68. Any notice, document or other communication sent by electronic communication shall be sent to an address for the time being notified (by the person wishing to receive the electronic communication) for that purpose to the person sending the communication. Except insofar as the Statutes require otherwise, for electronic communications given by the Association to any member (but not vice versa) the Association may treat an address notified for the purpose of any electronic communication as that member's address for all electronic communications, whatever their content, until the member notifies the Association otherwise.
69. Members are only entitled to receive notices from the Association if their address recorded in the register of members is within the United Kingdom, or if they give in writing to the Secretary an address within the United Kingdom at which they may receive notices.
70. Any notice or document, if served by post shall be deemed to have been served on the day following that on which the letter containing it is put into the post, or if served by second class post shall be deemed to have been served on the second day following that on which the letter containing it is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.
71. Any notice or document, if sent by the Association by way of an electronic communication shall be deemed to have been served or delivered at the expiration of 48 hours after the time it was sent, and proof that the notice or communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that it was served or delivered.
72. Any notice or document, if served personally or by hand shall be deemed to have been served on the day when it was served.

#### **WINDING-UP**

73. If, upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other institution or institutions having objects similar to the objects of

the Association, and which 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 these Articles and any by-laws or regulations otherwise adopted and applicable to the Association, such institution or institutions to be determined by the members of the Association or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some other institution or institutions the objects of which are the promotion of charity and in effect incidental or conducive thereto.