



THE COMPANIES ACT 2006

**ARTICLES OF ASSOCIATION OF
THE NATIONAL CARAVAN COUNCIL LIMITED
("the Company")**

COMPANY NUMBER 519228

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

(Adopted by Special Resolution passed on 24 November 2009, amended by Special Resolution passed on 14 January 2015)

PART 1 - INTERPRETATION AND LIMITATION OF LIABILITY

Interpretation

1. For the purposes of registration, the number of Members is declared to be unlimited.
2. Words importing the singular number include the plural number and vice versa.
3. Words importing the masculine gender include the feminine gender.
4. Subject as aforesaid, 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.

5. The Company is established for the purposes expressed in its Memorandum of Association.
6. In these Articles the headings are inserted for convenience only and shall not affect the construction of these Articles.

Defined terms

7. In the Articles, unless the context requires otherwise:

“**Articles**” means the Company’s articles of association;

“**Associate Member**” means any Member of the Company who satisfies the Director General that his business has a sufficient connection with the objects of the Company or is otherwise connected with the interests of Full Members of the Company, but who is not a Full or Probationary Member;

“**Bankruptcy**” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“**Board**” means the Board of Directors of the Company, the members of which are elected in accordance with the Articles;

“**Caravan**” has the meaning given in section 29(1) of the Caravan Sites and Control of Development Act 1960, as amended by section 13 of the Caravan Sites Act 1968;

“**Caravan Industry**” means manufacturers of caravans, distributors, importers and/or agents for the sale of Caravans, operators of Caravan parks, manufacturers and suppliers of materials components and accessories for the construction or equipment of Caravans, and suppliers of services to the Caravan industry, trade or public;

“**Chairman**” has the meaning given in Article 55;

“**Chairman of the meeting**” has the meaning given in Article 98;

“**Clear Days**” in relation to a period of notice means the prescribed period, but excluding the day when the notice is given and the day on which it is to take effect;

“**Companies Acts**” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

“**Director**” means a director elected or appointed to the Board, and includes any person occupying the position of director, by whatever name called;

“**Director General**” means the person from time to time appointed by the Board to hold such office;

“**Document**” includes, unless otherwise specified, any document sent or supplied in electronic form;

“Electronic Form” has the meaning given in section 1168 of the Companies Act 2006;

“Full Member” means any Member whose application for full membership of the Company has been approved by the Board in accordance with the Articles;

“Member” has the meaning given in section 112 of the Companies Act 2006;

“Ordinary Resolution” has the meaning given in section 282 of the Companies Act 2006;

“Probationary Member” means any Member of the Company who has applied for, but not been granted, full membership of the Company;

“Proxy Notice” has the meaning given in Article 110;

“Region” means a region from time to time established by the Board pursuant to Article 89 to represent the interests of Members engaged in the Caravan Industry in a particular geographic area as the Board in its absolute discretion thinks fit;

“Sector Group” means a group of Members concerned with common product sector interests, as referred to in Article 83;

“Special Resolution” has the meaning given in section 283 of the Companies Act 2006;

“Specialist Section” means a group of Members from a common category of membership, referred to in Articles 87 and 88; and

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

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Company.

Liability of members

8. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:
 - (a) payment of the Company’s debts and liabilities contracted before he ceases to be a Member;
 - (b) payment of the costs, charges and expenses of winding up; and
 - (c) adjustment of the rights of the contributories among themselves.

PART 2 - DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

Directors' general authority

9. Subject to the Articles, the Board is responsible for the management of the Company's business, for which purpose the Board may exercise all the powers of the Company. No alteration of the Memorandum or Articles shall invalidate any prior act of the Board which would have been valid if that alteration had not been made. The powers given by this Article shall not be limited by any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.
10. The Board may delegate any of its powers to any committee consisting of such Directors as the Board thinks fit. Any committee so formed shall in the exercise of its powers or functions delegated to it conform to any and all directions that may from time to time be made or given by the Board and the Board may dissolve it or vary its terms of reference as it may think fit. The Board may also delegate to any Director such of its powers as the Board considers desirable to be exercised by him. If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated. The Board may revoke any delegation in whole or part, or alter its terms and conditions.
11. Without prejudice to its general powers, the Board may from time to time make, vary and repeal terms relating to the affairs of the Company, its Members, Sector Groups, Strategic Panels, committees, officials and other matters which can in the opinion of the Board conveniently be dealt with in this manner, provided that no term or requirement shall be made which is inconsistent with these Articles or any rule of law.
12. The Board shall appoint the Director General. Subject to the Companies Acts, the Director General shall be appointed on such terms and with such powers, authorities and discretions (including powers, authorities and discretions as to the conduct of the managerial, secretarial, financial and administrative functions and requirements of the Company and the power to sub-delegate) and for such period as the Board thinks fit. The Board may revoke any delegation of powers to the Director General in whole or part, or alter its terms and conditions.

Members' reserve power

13. The Full Members may, by Special Resolution, direct the Board to take, or refrain from taking, specified action. No such Special Resolution invalidates anything which the Board has done before the passing of the Special Resolution.

Committees

14. Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.
15. The Board may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

APPOINTMENT OF DIRECTORS

16. Any person who is willing to act as a Director, and is permitted by law and by these Articles to do so, may be appointed to be a Director—
 - (a) by Ordinary Resolution as hereinafter provided; or
 - (b) by a decision of the Board.
17. Unless otherwise determined by a General Meeting, the number of Directors shall be not less than seven.
18. The Board shall consist of the Chairman and Vice-Chairman, the Director General, the current past Chairman, and up to three nominated representatives from each Sector Group strategic panel.
19. All members of the Board (other than the Director General) who have not been appointed by a decision of the Board shall be elected at an Extraordinary General Meeting of the Company as follows:
20. At every Extraordinary General Meeting any Director who has been appointed by the Board since the last Extraordinary General Meeting shall retire from office and may offer himself for election or re-election by the Members.
21. If the Company does not fill any vacancy left by a retiring Director at an Extraordinary General Meeting at which a Director retires (whether by rotation or otherwise) the retiring Director shall, if willing to act, be deemed to have been re-elected unless:
 - (a) at an Extraordinary General Meeting it is resolved not to fill the vacancy; or
 - (b) a resolution for the re-election of that Director is put to an Extraordinary General Meeting and lost.
22. No person other than a Director retiring by rotation shall be elected as a Director at any general meeting unless he is recommended by the Board to an Extraordinary General Meeting.
23. The Board shall have the power, upon any casual vacancy occurring in the office of Chairman or Vice-Chairman or if the number of Directors falls below any minimum number specified in these articles, to appoint any person who is willing to act in the required capacity and who would be eligible for election to such office at the next Extraordinary General Meeting to fill that vacancy.
24. Each Sector Group strategic panel shall, upon any casual vacancy occurring in the membership of the Board which reduces the number of members of the Board who hold office by virtue of nominations made by that Sector Group strategic panel below the number for the time being fixed as appropriate to

that Sector Group strategic panel, have the right to nominate for appointment to the Board any person who would be eligible for nomination by that Sector Group Strategic Panel for election at the next Board Meeting of the Company to fill that vacancy. The Board shall consider any such nomination, but may make such appointment as it may deem appropriate in its absolute discretion.

25. For the purposes of these articles the expression “casual vacancy” shall be deemed to include the non-election of any person to office or membership of the Board at any Extraordinary General Meeting of the Company where no other person is elected to hold such office or membership in place of the first-nominated person.

Termination of Director’s appointment

26. A person ceases to be a Director as soon as—
- (a) in the case of a Director who is an individual Member, that Director ceases to be a Full Member;
 - (b) in the case of a Director who is a partner, director or employee of a Member which is a partnership or corporation, that partnership or corporation ceases to be a Full Member, or the Director ceases to be a partner, director or employee of the partnership or corporation which is a Full Member;
 - (c) the Director ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
 - (d) a bankruptcy order is made against the Director;
 - (e) a composition is made with the Director’s creditors generally in satisfaction of the Director’s debts;
 - (f) a registered medical practitioner who is treating the Director gives a written opinion to the Company stating that the Director has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - (g) by reason of the Director’s mental health, a court makes an order which wholly or partly prevents the Director from personally exercising any powers or rights which the Director would otherwise have;
 - (h) notification is received by the company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;
 - (i) the Director fails to attend at least three consecutive meetings of the Board and the Board resolve that the Director be removed for this reason;
 - (j) the Director is convicted of any serious criminal offence.

Procedure for Removing a Director

27. A Director shall be removed from office if at a meeting of the Board at which at least three-quarters of the Directors who are eligible to vote are present, a resolution is passed with a majority of two-thirds of those present that the Director should be removed from office. If such a resolution is passed, the Director shall be deemed to be suspended pending the outcome of any appeal as set out at Articles 29 to 30 below.
28. Such a resolution shall not be passed unless the Director has been given at least 14 clear days’ notice that such a resolution is to be proposed, specifying the circumstances relied on to support the proposed removal from office, and

has been given a reasonable opportunity of being heard by making oral or written representations to the Board at the meeting when the proposal to dismiss will be voted on.

29. If a resolution to dismiss the Director is passed in accordance with article above, the Director may lodge an appeal against this decision within one month of the date of the resolution to dismiss the Director. Any such appeal must be in writing in not more than 2,000 words, and must be submitted to the Director General or Chairman. If no appeal has been lodged by the Director within the said timescale, the Director will be deemed to have been dismissed.
30. In the event of an appeal being received within the specified time limit, the Board shall then refer either the appeal to the next Extraordinary General Meeting, or may call an Extraordinary General Meeting to consider the appeal. At such General Meeting the Members shall consider the Board's decision to dismiss the Director, relying on the Director's appeal statement and any statement in reply (which must also be in writing of not more than 2,000 words) which the Board may wish to submit to the Members. The Members at the General Meeting will then vote as to whether to uphold or reject the Board's decision to dismiss the Director by means of a simple majority of those Members present and eligible to vote at the General Meeting. The decision of the Members shall be final.

Directors' remuneration

31. Directors may undertake any services for the Company that the Board decides.
32. A Director shall be entitled to such remuneration as the Board may determine:
 - (a) for his services to the Company as a Director, and
 - (b) for any other service which he may undertake for the Company.
33. Subject to the Articles, a Director's remuneration may:
 - (a) take any form; and
 - (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.
34. Unless the Board decides otherwise, Directors' remuneration accrues from day to day.
35. Unless the Board decides otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

Directors' expenses

36. The Company may pay any reasonable expenses which a Director may properly incur in connection with his attendance at:
 - (a) meetings of the Board or committees; or

(b) general meetings, or

or otherwise in connection with the exercise of his powers and the discharge of his responsibilities in relation to the Company.

DECISION-MAKING BY DIRECTORS

Directors to take decisions collectively

37. The general rule about decision-making by Directors is that any decision of the Board must be either a majority decision at a meeting or a decision taken in accordance with Article 38. Except as otherwise provided for by these Articles the Board may meet for the dispatch of business, adjourn or otherwise regulate its meetings and proceedings as it thinks fit.

Written decisions

38. A decision of the Directors is taken in accordance with this Article when not less than three quarters of the eligible Directors indicate to each other by any means that they share a common view on a matter.

39. Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated his agreement in writing.

40. References in these Articles to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Board meeting.

41. A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

Calling a Board meeting

42. Any Director may call a Board meeting by giving notice of the meeting to the Directors or by authorising the Director General to give such notice.

43. Notice of any Board meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

44. Notice of a Board meeting must be given to each Director, but need not be in writing.

45. Notice of a Board meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

Participation in Board meetings

46. Subject to the Articles, Directors participate in a Board meeting, or part of a Board meeting, when:
 - (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
47. In determining whether Directors are participating in a Board meeting, it is irrelevant where any Director is or how they communicate with each other.
48. If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

Quorum for Board meetings

49. At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
50. The quorum for meetings of the Board shall be four Directors attending in person. If within one half-hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to such other day and at such other time and place as those Directors present shall determine and notify, through the Director General, to all the other Directors. The quorum for Board meetings may be changed from time to time by a decision of the Board.
51. If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
 - (a) to appoint further Directors; or
 - (b) to call a General Meeting so as to enable the Members to appoint further Directors.

Proceedings at Board meetings

52. The Chairman, or in his absence the Vice-Chairman, shall preside as Chairman of each meeting. If at any Board meeting neither the Chairman nor the Vice-Chairman is present within fifteen minutes after the time appointed for holding the same or, if present, is unwilling or unable to act, the Directors present and entitled to vote shall choose one of their number to be Chairman of the meeting.
53. From time to time the Board may invite such other advisors to attend as in its absolute discretion are considered appropriate.
54. Questions arising at a Board meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

The Chairman

55. At the last meeting of the Board before an Extraordinary General Meeting, the Board shall appoint from amongst its members a Chairman and a Vice-Chairman, who shall hold office from the close of the Extraordinary General Meeting until the close of the next Extraordinary General Meeting.
56. A retired Chairman may serve a further two years on the Board from the date of his retirement with the title "the Past-Chairman" on the proviso that the retired Chairman (if an individual Member) or the partnership or corporation to which the retired Chairman belongs (if a corporate Member) remains in continuous membership of the Company during such term.
57. Thereafter a Past Chairman shall be entitled to the title 'Counsellor' unless the Board resolves that his entitlement is relinquished.
58. If for any reason the office of Chairman shall become vacant otherwise than by expiry of term of office the Vice-Chairman shall assume the office of Chairman and shall serve for the remainder of the term of office of the preceding Chairman followed by the term of office for which the Vice-Chairman was elected. If there is no Vice-Chairman at the date of the vacancy the Board shall elect one of the members of the Board to serve as Chairman.
59. The Board may terminate the Chairman's appointment at any time.

Conflicts of Interest

60. Whenever a Director has a personal interest in a matter to be discussed at a Board meeting, and whenever a Director has an interest in another organisation whose interests are reasonably likely to conflict with those of the Company in relation to a matter to be discussed at a Board meeting, he must:
 1. declare an interest before discussion begins on the matter;
 2. withdraw from that part of the meeting unless expressly invited to remain;
 3. in the case of personal interests, not be counted in the quorum for that part of the meeting; and
 4. in the case of personal interests, withdraw during the vote and have no vote on the matter.
61. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Records of decisions to be kept

62. The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Board.

Board's discretion to make further rules

63. Subject to these Articles, the Board may make any rule which it thinks fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

PART 3 - MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Applications for membership

64. The conditions for membership of the Company shall from time to time be determined by the Board. Members may be any individual, firm, company, partnership or body corporate. A Member's membership shall not be transferable.

Full membership

65. Full membership shall be open to any individual, firm, company, partnership or body corporate who regularly carries on a trade, business or undertaking of a nature described at Clause 3(a) of the Memorandum of Association of the Company whose business complies with such qualification criteria as may from time to time be adopted by the Board.
66. No person, firm or corporation shall become a Full Member of the Company unless:
- (a) that person, firm or corporation has completed an application for membership to the Director General in a form approved by the Board, together with any required entrance fee, and
 - (b) the Board has approved the application.

Probationary membership

67. Where a person, firm or corporation completes an application for membership in accordance with article 66 above, that applicant shall be a Probationary Member until such time as the Director General, in consultation with the Board, approves the applicant as a Full Member. The Director General may decline to award Full membership to a Probationary Member, or may terminate a Probationary Member's membership, or may extend the period of Probationary membership for such period of time as the Director General thinks fit. A Probationary Member may not use the Company's logos on its promotional material. Probationary Members are not entitled to receive notice of, or attend and vote at, any general meeting of the Company or to stand as, or nominate, candidates in any election.
68. Membership of the Company shall be organised in categories as prescribed by the Board from time to time. Every Member of the Company shall be a member of at least one category of membership.

Associate Membership

69. Associate Membership shall be open to any individual, firm, company, partnership or body corporate who satisfies the Director General that his business has a sufficient connection with the objects of the Company or is otherwise connected with the interests of Members of the Company. Associate Members are only entitled to participate in a restricted sub-set of the activities of the Company. The Board may at its absolute discretion create different categories of Associate Members with different rights. Associate Members are not entitled to receive notice of, or attend and vote at, any general meeting of the Company or to stand as, or nominate, candidates in any election.
70. The Board may from time to time formulate or draw up and thereafter amend or otherwise alter the requirements relating to any subscription, be it of annual or recurring nature or otherwise, which Members shall be required to pay to the Company as a condition of membership or of continuing membership of the Company.
71. The Board may designate several categories of Full, Probationary and Associate Members and may, subject to these Articles, apply different subscriptions or restrictions to different categories.
72. Every applicant for membership and every Member shall, within such time as the Board may require before each anniversary of the date on which they became a Member, provide the Director General in writing with such information as the Board may reasonably require in order to determine the annual subscription payable by that Member, or to verify his qualifications for membership or continuing membership, and shall if required by the Board adduce such evidence as the Board may reasonably require of the accuracy of such information.
73. Any change to the rate of subscription for an existing category shall take effect on the date determined by the Board.
74. The Board may in its absolute discretion re-admit to membership any individual, firm, company, partnership or body corporate whose membership has lapsed or been terminated for any reason, subject to such conditions and upon payment of such sum or sums (if any) as the Board in its absolute discretion may determine.

Termination of membership

75. Any Member may resign their membership at any time by giving not less than one month's notice in writing to the Director General. A resigning Member shall not be absolved from the obligation of paying any subscriptions or other sums which become payable before the expiry of such notice.
76. A Member's membership shall automatically terminate in the event of any of the following:
 - (a) upon the Member ceasing or failing to possess the qualifications for membership for the time being required under Article 65 above;
 - (b) upon the resignation of the Member by giving not less than one month's notice in writing to the Board;
 - (c) upon notice in writing given by the Company to the Member terminating the Member's membership of the Company pursuant to a

resolution of the Board. The Board may in its absolute discretion pass such resolution and cause such notice to be given at any time, and any such resolution and any such notice shall be final, binding and conclusive;

- (d) if any subscription due from the Member to the Company is in arrears and unpaid for more than two months after becoming due, or if any other sum due from the Member to the Company is in arrears and unpaid for at least two months after becoming due for payment; or
 - (e) upon the expiry of any limited or probationary period of membership.
77. In addition to the circumstances set out at Article 76 above, the membership of an individual Member shall automatically terminate:
- (a) upon the death of the Member;
 - (b) upon a bankruptcy Order being made against the Member;
 - (c) upon the Member being convicted of any serious criminal offence;
 - (d) upon the Member becoming incapable of managing his own affairs by reason of mental disorder; or
 - (e) upon the Member entering into any composition or voluntary arrangement with his creditors or seeking the benefit of any legislation or scheme for the relief of debtors
78. In addition to the circumstances set out at Article 76 above, the membership of a partnership shall automatically terminate:
- (a) upon any of the events referred to in Article 77 above occurring with respect to any partner of the partnership (or member of the partnership in the case of a limited liability partnership); or
 - (b) upon the dissolution of the partnership howsoever caused and whether pursuant to an Order of the Court or otherwise.
79. In addition to the circumstances set out at Article 76 above, the membership of a company or body corporate shall automatically terminate:
- (a) Upon the dissolution of the Member;
 - (b) Upon a resolution being passed or any Order being made for the winding-up (whether compulsory or voluntary), receivership or administration of the Member;
 - (c) Upon any receiver, manager or administrator being appointed over all or part of the Member's property, undertaking or assets;
 - (d) Upon the Member entering into any composition or voluntary arrangement with his creditors or seeking the benefit of any legislation or scheme for the relief of debtors; or
 - (e) Upon the Member being struck off the Register of Companies, howsoever occurring.
80. No Member whose membership has terminated shall be entitled to claim a return of any monies paid to the Company by way of entrance fee or subscription. A Member whose membership has terminated shall still be liable to pay any such monies which may have previously become payable to the Company.
81. The Board shall have the power to establish procedures for disciplining or removing from membership Members who breach the Articles or any terms of membership applicable to their membership of the Company.

82. There shall be an Appeals Committee to which Members may appeal any decision of the Board made against such Member. The terms governing the composition, management and operation of the Appeals Committee shall be decided by the Board from time to time.

Sector Groups

83. The Board may in its absolute discretion and under its direction organise the membership of the Company into product Sector Groups for closer liaison and ease of administration. There shall initially be four Sector Groups as follows:
- (a) Touring Caravan Sector Group;
 - (b) Motorhome Sector Group;
 - (c) Caravan Holiday Home Sector Group; and
 - (d) Park Home Sector Group
84. Every member of a Sector Group must be a Member as defined in these Articles. A Member can be a member of more than one Sector Group.
85. Each Sector Group shall have its own strategic panel.
86. The extent, constitution, organisation, functions, powers and procedures and all other matters relating to Sector Groups and their strategic panels may (subject to these Articles) from time to time be determined by the Board which, subject as aforesaid and so far as it considers the best interests of the Company thereby to be served, may permit each Sector Group the fullest measure of self-governance in sector-related matters. All matters coming to the attention of a strategic panel which cross more than one Sector Group shall be referred to any other relevant Sector Group(s) as the Board may determine.

Specialist Sections

87. Specialist Sections may be formed by the Board from time to time and may comprise such classes or categories of membership as the Board may think fit. Specialist Sections may be formed jointly with other organisations, subject to the prior approval of the Board.
88. The Board shall determine the specialisations with which each Specialist Section shall deal, and shall define terms for the composition, management and operation from time to time. The Board shall have the power to dissolve any Specialist Section at any time.

Regions

89. The Board may from time to time establish Regions and upon doing so shall give a name to each such Region. The Board shall prescribe terms for the management and operation of such Regions and shall have the power to dissolve any Region at any time.

GENERAL MEETINGS

90. Any general meeting of the Company shall be called an "Extraordinary General Meeting". The Board may call an Extraordinary General Meeting at any time.
91. An Extraordinary General Meeting for the passing of a Special Resolution shall be called by giving all Members not less than twenty-one (21) Clear Days' notice, and all other Extraordinary General Meetings shall be called by giving all Members not less than fourteen (14) Clear Days' notice. Every notice shall be in writing and shall specify the date, time and place of the meeting and, in the case of special business, the general nature of such business. Notices shall be given in the manner hereinafter prescribed to all Members and to the auditors of the Company.
92. Notice of general meetings shall be given to every Member, to the Directors and to the auditors of the Company. The accidental omission to send a notice of a meeting, or to send any notification where required by the Companies Acts or these Articles in relation to the publication of a notice of meeting, or to send a Proxy Notice where required by the Act or these Articles, to any person entitled to receive it, or the non-receipt for any reason of any such notice or notification or Proxy Notice by that person, whether or not the Company is aware of such omission or non-receipt, shall not invalidate the proceedings at that meeting.

ORGANISATION OF GENERAL MEETINGS

Attendance and speaking at general meetings

93. A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
94. A Member may attend a general meeting in person or by proxy appointed in accordance with these Articles. However, no Member shall be entitled to be present, or to vote, at any meeting of the Company unless all monies payable by that Member to the Company have been paid.
95. A Director may attend and speak at any general meeting.
96. The chairman of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

Quorum for general meetings

97. No business shall be transacted at any general meeting unless a quorum is present. Seven persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member shall be a quorum. If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to such time and place as the Directors may determine.

Chairing general meetings

98. The Chairman or in his absence the Vice-Chairman or some other Director

nominated by the Board shall preside as chairman of the meeting, but if neither the Chairman nor such other Director is present within ten minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman of the meeting and, if there is only one Director present and willing to act, he shall be chairman of the meeting. If no Director is willing to act as chairman of the meeting, or if no Director is present within ten minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman of the meeting.

Adjournments

99. The chairman of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven Clear Days' notice shall be given specifying the date, time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice. If such notice is required, it shall:
- (a) Be given to the same persons to whom notice of the Company's general meetings is required to be given; and
 - (b) contain the same information which such notice is required to contain.
100. The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

Poll Voting

101. At all general meetings a resolution put to the vote of the meeting shall be decided by a show of hands unless before or upon the declaration of the result of the show of hands a poll is demanded:
- (a) by the chairman of the meeting;
 - (b) by the Board;
 - (c) by at least ten Full Members who are present in person or by their duly appointed representatives and entitled to vote; or
 - (d) otherwise in accordance with the Companies Acts.
102. Unless a poll is so demanded, a declaration by the chairman of the meeting that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority shall be conclusive and an entry to that effect in the minute book of the Company shall be conclusive evidence of that fact without proof of the number or proportion of votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.
103. The demand for a poll shall not prevent the continuance of the meeting for the transaction of any business other than the question on which a poll has been demanded.
104. A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken; and
- (b) the chairman of the meeting consents to the withdrawal.

Declarations of Interests

105. Every Member shall declare any matter in which he is personally interested, financially or otherwise, which is subject to discussion at any meeting at which he is present but, having made such declaration, shall be eligible to participate in the meeting.

Voting at general meetings

106. Subject to the provisions of these Articles, on a show of hands and a poll every Full Member entitled to notice of the meeting shall have one vote at any general meeting.
107. On a show of hands votes must be given personally, save that in the case of a Full Member which is a partnership or corporation, that Member may exercise its vote by a representative from the Member partnership or corporation.
108. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall not be entitled to a casting vote in addition to any other vote he may have.

Proxy Voting

109. On a poll votes may be given either personally or by proxy.
110. Proxies may only validly be appointed by a notice in writing (a "Proxy Notice"). A Proxy Notice shall be in the form as may be determined by the Board from time to time, and must:
- (a) state the name and address of the Full Member appointing the proxy;
 - (b) identify the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (c) be signed by the appointer or his lawful attorney or, if the appointer is a corporation, shall be executed by the corporation or signed on its behalf by its secretary or some other duly authorised officer of the corporation; and
 - (d) be validly delivered to the Company in accordance with Article 112 below.
111. No person shall be appointed a proxy who is not a Full Member who at the time of such appointment is both in its employment and engaged or assisting in the management of its business or any branch or subsidiary thereof.
112. The Proxy Notice and any power of attorney or other lawful authority under which it is signed shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting (as the case may be) at which the person named in such instrument proposes to vote, and in default the instrument of proxy shall not be treated as valid.
113. The Proxy Notice shall be deemed to confer authority to demand or join in

demanding a poll.

114. A Proxy Notice may specify how the proxy appointed under that Notice is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
115. Unless a Proxy Notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
116. A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.
117. An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
118. A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
119. The Board may from time to time determine how Members may remotely attend a general meeting and how Members could securely identify themselves, hear the proceedings and cast their votes.

Errors and disputes

120. No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
121. Any such objection must be referred to the Chairman of the meeting, whose decision is final.

Amendments to resolutions

122. An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
 - (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chairman of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the Chairman of the meeting, materially alter the scope of the resolution.
123. A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:

- (a) the Chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
124. If the Chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chairman's error does not invalidate the vote on that resolution.
125. Deleted

PART 4 - ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

126. Subject to these Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
127. Subject to these Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.
128. A Director may agree with the Company that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

Minutes and Registers

129. The Board shall cause to be kept at the Registered Office:
- (a) minutes for the purpose of all determinations made and orders given by the Board and of all resolutions, recommendations and proceedings of general meetings of the Company and of the Board; and
 - (b) a register of Directors, containing the particulars prescribed by the Companies Acts.

Provision for employees on cessation of business

130. The Board may decide to make provision for the benefit of persons employed or formerly employed by the Company (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

131. Subject to Article 132, a relevant Director of the Company may be indemnified out of the Company's assets against:
- (a) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company;
 - (b) any liability incurred by that Director in connection with the activities of the Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); or
 - (c) any other liability incurred by that Director as an officer of the Company.
132. These Articles do not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

Insurance

133. The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any Relevant Director in respect of any Relevant Loss.
134. In these Articles:
- (a) a "Relevant Director" means any director or former director of the Company; and
 - (b) a "Relevant Loss" means any loss or liability which has been or may be incurred by a Relevant Director in connection with that Director's duties or powers in relation to the Company or any pension fund or employees' share scheme of the Company.

Finances, Accounts and Audit

135. The Board shall at all times cause to be kept proper books of account showing, without prejudice to the provisions of the Companies Acts:
- (a) All sums of money received and expended by the Company and the matters of which the receipt and expenditure takes place;
 - (b) All sales and purchases of goods by the Company; and
 - (c) The assets and liabilities of the Company.
136. The Board may from time to time determine the financial year of the Company. Accounts detailing an income and expenditure account for the last financial year together with a balance sheet made up as close of such financial year such reports will be made available to all members as the Board may approve from time to time.
137. The books of account shall be kept at the Registered Office or at such other place or places as the Board thinks fit.
138. Once at least in every year the accounts of the Company shall be audited and the accuracy of the income and expenditure account and balance sheet

ascertained by one or more accountants, qualified for the appointment of audits, as the Board may from time to time determine.

Dissolution

139. The Company may be wound up voluntarily at any time upon the passing of a Special Resolution at a general meeting of the Company that the Company be so wound up, and clause 7 of the Memorandum of Association of the Company shall apply in relation to such winding up as if the provisions thereof were repeated in these Articles.