

The Companies Acts 1948 – 1967

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

MEMORANDUM OF ASSOCIATION

- of -

**THE ASSOCIATION OF BRITISH
INVESTIGATORS LIMITED**

1. The name of the Company (hereinafter called "the Association") is "The Association of British Investigators Limited.

2. The Registered Office of the Association will be situate in England.

3. The objects for which the Association is established are:-

(a) To take over the whole or such part as may be lawfully taken over of the assets and liabilities of the unincorporated Association known as the Association of British Detectives established in 1953.

(b) To provide and maintain an organisation for investigators (which expression where used in this Memorandum shall include Private Investigators, Private Enquiry Agents and investigative personnel) to promote professional integrity amongst persons engaged in the profession of investigators and to exercise professional supervision over the members of the Association engaged in that profession and for this purpose to frame and establish and seek public recognition for a code of conduct and rules for observance in all matters pertaining to professional integrity conduct and practice; and generally to do all such actions and things to improve and enhance the status and character of the investigative profession

(hereinafter called "the Profession") as may be deemed necessary or desirable.

(c) To promote, encourage, uphold, maintain and enhance a high professional standard in methods used in the profession and in particular in relation to the services rendered to the public by members of the profession; to promote honourable practice and repress malpractice; to act in conformity with the law and, where possible to protect the public against imposition and fraud by unscrupulous or disreputable persons carrying on or purporting to carry on business as investigators.

(d) To consider all questions affecting the interests of the profession and to watch over and, if necessary, to initiate and promote petitions or deputations in relation to matters affecting the profession, to procure changes in law or practice and to promote improvements in the principles and administration of the law so far as it affects the profession.

(e) To improve and elevate the technical and general knowledge of persons engaged in, or about to engaged in the profession or in any employment connected therewith and with a view thereto to provide facilities for tuition and instruction by means of the holding of classes, the delivery of lectures, discussions, correspondence, exhibitions, public meetings, radio and television programmes and to test by examination or otherwise the competence of such persons and to award prizes and certificates and other rewards or distinctions and to institute and establish scholarships, bursaries, grants and other benefits.

(f) To publish information on all matters affecting the profession and to encourage, assist and extend the work of the Association by the holding of conferences and to acquire, compile, print, publish, supply, issue, lend, sell, circulate and distribute

works, publications, textbooks, manuscripts, papers, communications, reports, statistics, treatises, pamphlets, leaflets, periodicals, journals, circulars, advertisements, gramophone records, tape recordings and other literary matter which might be considered necessary or expedient for the purpose of disseminating or exchanging knowledge, stimulating interest in and promoting and advancing the objects of the Association.

(g) To establish, form and maintain a library for the use of members and students.

(h) To admit any persons (whether eligible or not eligible for membership) to be Associate or Honorary members of the Association on such terms and to confer on them such rights and privileges as may seem expedient.

(i) To purchase, take on lease or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which may be deemed necessary or convenient for any of the purposes of the Association or for the promotion of its objects and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association.

(j) To sell, manage, lease, let, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property or assets of the Association.

(k) To form or assist in forming local branches, sections and committees of the Association.

(l) To undertake and execute any trusts which may seem directly or indirectly conducive to any of the objects of the Association.

(m) To borrow or raise money with or without security for the purposes of the Association in such manner and on such terms as may be thought fit.

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

(o) To establish, undertake, maintain, superintend, administer, subscribe and contribute to any charitable or benevolent fund from which may be made donations or advances to needy persons who may be or have been engaged in the profession or employed by or connected with any persons engaged therein and to provide a superannuation fund for the servants of the Association or otherwise to assist any such servants, their widows and children and generally to contribute to or otherwise assist any charitable or benevolent institutions or undertakings and grant donations for any public purpose.

(p) To establish and support by means of grants, donations, subscriptions or otherwise and in the establishment and support of any other companies, institutions or societies or associations having objects altogether or in part similar to those of the Association.

(q) To amalgamate or co-operate or enter into any arrangements with any companies, institutions, societies or associations, having objects altogether or in part similar to that of the Association.

(r) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements, of any one or more of the companies, institutions,

societies or associations with which this Association is authorised to amalgamate.

(s) To transfer all or any part of the property, assets, liabilities and engagements of this Association to any one or more of the companies, institutions, societies, or associations with which this Association is authorised to amalgamate.

(t) To enter into any arrangements with any companies, institutions, societies or associations connected with the private detection profession in any part of the world, for the mutual recognition of the status conferred by membership of the Association and any of such other companies, institutions, societies or associations.

(u) To do all such other things as may be incidental or conducive to the attainment of the above objects or any of them.

PROVIDED THAT

(i) In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) The Association shall not support with its funds any objects or endeavour to impose on or procure to be observed by its members or others any regulation, restriction or condition which if an object of the Association would make it a Trade Union.

(iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales or the Secretary of State for Education and Science, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or

consent as may be required by law and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the chancery Division, the Charity Commissioners or the Secretary of State for Education and Science over such Council of Management or Governing Body, but they shall as regards any such property by subject jointly and separately to such control or authority as if the Association were not incorporated.

(4) The income and property of the Association, whence-so-ever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association.

Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association or to any member of the Association, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 6 per cent per annum on money lent or reasonable and proper rent for premises demised or let by any member to the Association; but so that no member of the Council of Management or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or

money's worth shall be given by the Association to any member of such Council or Governing Body, except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Council of Management or Governing Body may be a member, and in which such member shall not hold more than one hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payments.

And provided also that nothing herein shall prevent the gratuitous distribution among or sale at a discount to members of the Association, of any books or other publications published by the Association relating to all or any of its objects as above set forth.

(5) The liability of the members is limited.

(6) Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

(7) If upon the winding up or dissolution of the Association there remains, after the satisfaction of 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 shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Association at or before the time of dissolution and if so far as effect cannot be given to such provision then to some charitable object.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

**NAME ADDRESSES AND DESCRIPTION
OF SUBSCRIBERS**

FRANCIS GEORGE MARTIN
297 Malden Road, New Malden,
Surrey Investigator

ANTHONY THOMAS KINGHORN
39 Liberia Road, Cannonbury,
London N5 Investigator

JACK MEESE TYRER
Park Farm, Field end Road, Old
Eastcote, Pinner, Middx. Investigator

ALAN JOHN DRAKE
32 Western Road, London N2 Investigator

PETER ARTHUR HEIMS
"Roistar" Heath Ridge Green,
Oxshott, Surrey Investigator

ROY DORRELL DENMAN
10 Bath Road, Slough, Bucks. Investigator

DONALD DAVID CAPE
5 Pipe Lane, Bristol 1

Investigator

Dated this 30th day of November 1970.

Witness to the above Signatures:

CHARLES HERBERT THOMAS RAWLINSON
68 Maidstone Road
Chatham, Kent.
(Investigator)

The Companies Act 2006

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

ARTICLES OF ASSOCIATION

- of -

**THE ASSOCIATION OF BRITISH
INVESTIGATORS LIMITED**

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GENERAL

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

WORDS	MEANINGS
The Act	The Companies Act 2006 As amended from time to time
These Articles	These Articles of Association and the regulations of the Association from time to time in force.
The Association	The above-named The Association of British Investigators Limited
The Council	The Council of Management for the time being of the Association.
The Office	The registered office of the Association.

The Seal The Common Seal of the Association.

The United Kingdom Great Britain and Northern Ireland

Month Calendar month

In writing Written, printed in electronic form or lithographed or partly one and partly another and other modes of representing or reproducing words in a visible form.

Words importing the singular number shall include the plural number and vice versa.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Association 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 shall be unlimited but the Association may in General Meeting determine a limit on the number of members to be registered.

3. The provisions of Section 113 of the Act shall be observed by the Association.

4. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERS

5. The following persons shall be entitled to be Members of the Association:

- (i) All such persons as:
 - (a) Shall have been elected or admitted to Membership by the Council in accordance with these Articles of Association and the Bye-Laws, and
 - (b) Shall by writing under their respective hands in such form as shall from time to time be approved by the Council, have applied to become members and agreed to be bound by the Memorandum of Association, and
 - (c) Shall have paid the proper fees due on admission as prescribed by these Articles.
 - (d) Shall, if admitted after 1st January 2006, hold a valid Certificate of Professional Indemnity Insurance at such level and terms as shall be determined by the Governing Council.

6. The Members of the Association shall consist of:

A. Voting Members

- (i) Full Members
- (ii) Life Members

B. Non-voting Members

- (i) Associate Members
- (ii) Provisional Members
- (iii) Affiliate Members
- (iv) Overseas Members

(v) Retired Members

(vi) Honorary Members

7. No person shall become a member of the Association unless elected by a resolution of the Council or of a Membership Committee consisting of not less than three nor more than five members appointed by the Council for such purpose. The Chairman of the Membership Committee shall be a member of the Council and all other members serving on the Committee shall have held Full Membership for a period of not less than three years. The Council or the Membership Committee as the case may be shall have full discretion as to the election of members.

8. (a) The Council or the Membership Committee as the case may be shall decide whether any applicant for membership of the Association has or has not fulfilled all or such of the conditions specified in these Articles and in the Bye-laws of the Association as are applicable.

(b) The Council may by bye-law provide that for the reasons and in the manner specified in such bye-law the Council may on the recommendation of the Membership Committee refuse to admit to membership or delay the admission to membership of any person notwithstanding that they fulfil all the conditions specified in these Articles or in the bye-laws of the Association.

(c) The Council may by bye-law provide that in the cases and circumstances set out in such bye-law the Council may admit to membership any person notwithstanding that such person has not met all or such of the conditions specified in these Articles or in the bye-laws of the Association as are applicable.

9. The privileges of a member shall not be transferable and shall cease on resignation, exclusion or death but without prejudice to

the rights of the Association to claim from such person or his estate such sums as may be due from him to the Association at the date of resignation, exclusion or death.

10. Any member wishing to resign membership shall tender written notice to the Council and on its acceptance but not before, membership shall cease accordingly. Any member giving notice in accordance with the provisions of this Article shall remain liable to pay any subscriptions or other sums due at the date of such notice but shall not be liable for a further year's subscription solely by reason of the fact that the Council's acceptance of such notice takes place after the end of the year in which it is tendered.

11. Unless and until otherwise determined by the Association in General Meeting the Council shall prescribe by bye-law the amount of application fee, examination fee and annual membership subscription payable relative to each different class of membership.

12. Any member shall ipso facto cease to be a member,

(i) In the event of the annual subscription or any other sum or sums due to the Association being in arrear for one month from the date on which such subscription or other sum or sums respectively become payable but shall nevertheless be liable to pay the amount of such year's subscription and any other arrears of subscription or other sums due by the member to the Association. In case of a person who has ceased to be a member under this Article or under Article 10 hereof, the council may at its discretion, by a Resolution passed by three-fourths at least of those present at the Meeting of the Council re-admit the member to membership upon such conditions and terms as it thinks fit.

(ii) If a member admitted after the 1st January 2006 breaches Article 5(d) by ceasing

to hold a valid Certificate of Professional Indemnity Insurance.

13. If any member of the Association: -

(i) is guilty of conduct unbecoming a member of the Association as defined in the bye-laws of the Association; or

(ii) wilfully commits any breach of these Articles or the bye-laws of the Association shall be liable to be excluded or suspended from being a member of the Association.

(A) Where a member has become liable to be so excluded or suspended the Council may by a resolution passed by a majority of not less than three-fourths of those voting thereon at a meeting specially convened with notice of the matter to be dealt with exclude or suspend the member accordingly providing that the member shall first have an opportunity of being heard by the Council and provided further that if in the opinion of the Council the member shall have been guilty of conduct not sufficiently serious to be visited with exclusion or suspension that member may be reprimanded or admonished.

(B) Any such exclusion, suspension, reprimand or admonishment may at any time be revoked or modified by the Council on and subject to such terms and conditions as the council shall think fit by a resolution passed by a majority of not less than three-fourths of those voting thereon at a meeting specially convened with notice of the matter to be dealt with.

(C) The Council may by bye-law provide for the establishment of a Committee of the Council to be called "The Disciplinary Committee" and for the grant to such Committee of full powers to consider and determine in the manner set out in such bye-law any complaint or fact indicating that a member has become liable to such exclusion

or suspension and subject to any rights of appeal provided for by such bye-law to order that the member be excluded or suspended for such period as the Disciplinary Committee may decide or be reprimanded or admonished; provided that the member shall first have an opportunity of being heard by the Disciplinary Committee before any such order be made. After the Disciplinary Committee has been established the functions and powers of such Committee shall be exercised in lieu of the functions and powers of the Council under this Article.

That notwithstanding such delegation of its powers to the Disciplinary Committee, the Council may if it thinks fit and expedient exercise the function of the Disciplinary Committee.

(D) Notice of any resolution or order for exclusion, suspension reprimand or admonishment shall forthwith be sent to the person affected thereby.

14. Any person ceasing for any cause whatsoever to be a member of the Association shall not, nor shall their representatives have any interest in or claim against the funds or property of the Association.

MEMBERSHIP DEFINITIONS

15. (i) Full Members

Being all such persons over the age of 18 who were Ordinary Members of the unincorporated Association at the date of incorporation, being persons resident and employed or carrying on business as investigators in the United Kingdom and such other persons, over the age of 18, as the Council shall admit to Full Membership, being persons who are resident in the United Kingdom and have been engaged in the investigative profession for a period not less than 2 years and shall have passed such

examinations as shall from time to time be prescribed by the bye-laws or stipulated or accepted by the council and/or have otherwise satisfied the Council of their ability, character and integrity.

(ii) Life Members

Full Members or other such members of the Association whom the Council shall decide to appoint Life Members in recognition of long and outstanding service to the profession or to the Association.

(iii) Associate Members

Associate Members being persons engaged in the United Kingdom in the public sector of the investigative profession and being persons who are over the age of 18 and shall have satisfied such criteria as defined in 15.(i) as the Council shall require and not qualified to be a Member in any other circumstances.

(iv) Provisional Members

Provisional Members being persons who are over the age of 18 and registered on and adhering to a training course approved by the council and meet the appropriate criteria for Provisional Membership as defined by Bye-Law or who satisfy the Council that they are fit and proper persons to be made a Provisional Member in such manner as the Council shall from time to time determine. A Provisional Member shall not be deemed a member of the Association for any purpose other than Articles 12, 13 and 14.

(v) Affiliate Members

Affiliate Members being persons whose professional practice or employment is, according to the Council, wholly or partly concerned with the academic, scientific or ethical application of civil or criminal investigative activity and who are persons

who do not otherwise qualify for membership in any other category and who satisfy the Council that they are fit and proper persons to be made Affiliate Members in such manner as the Council shall from time to time dictate.

(vi) Overseas Members

Overseas members being those persons over the age of 18, as the Council shall admit to Overseas Membership being persons resident anywhere in the world other than the United Kingdom and are employed as or carrying on the business of an investigator and who fulfil all of such of the requirements of paragraph 15. (i) of this article as the Council shall require.

(vii) Retired Members

Any Full; Associate, Overseas or active Life Member with in excess of 5 years continuous membership may, upon ceasing remunerative investigation apply to become registered on the Retired Members Roll.

With the exception of voting rights and other commercial facilities, the privileges of the Retired Member's former category of membership continue.

(viii) Honorary Members

Honorary Members being such persons who are considered by the Council to be eligible for Honorary Membership by virtue of their services to the profession or to the Association.

16. The Council may from time to time cause examinations to be held of all persons seeking to become members of the Association. Such examinations may be either oral or written or both and shall be conducted in such manner and in such subjects as shall be provided by the bye-laws of the Association and for that purpose the Council

may appoint examiners who shall hold office subject to such conditions and shall receive such remuneration and expenses as shall be provided by the bye-laws of the Association.

BYE-LAWS

17. The Council may at any time and from time to time make such bye-laws as they shall think conducive to the attainment of any of the objects of the Association or for regulating the business of the Association and may at any time and from time to time vary or rescind any of the bye-laws and make others in their stead but so that no bye-law shall be in any respect contrary to the provisions of the Companies Acts or of these Articles.

BRANCHES

18. The Council may whenever it appears desirable establish and constitute Branches of the Association in any place and may make regulations as to the conduct of and determine the scope of the activities of any branch but shall not confer upon it any executive authority or financial control over the affairs or funds of the Association. The Council shall have power to dissolve any branch and shall not be bound to give any reason therefore.

19. Each branch shall submit reports to the Council at such periods as the Council may think fit.

GENERAL MEETINGS

20. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.

21. All General Meetings other than Annual General Meetings shall be called General Meetings.

22. The Council may whenever they think fit convene a General Meeting and General Meetings shall also be convened on such requisitions, or in default may be convened by such requisitionists, as provided by Section 303 of the Act.

23. In accordance with Section 308 Companies Act 2006 Notice of a General Meeting must be given.

(a) In hard copy form, or

(b) In electronic form. If served by either above method notice will be deemed served 48 hours after posting, or

(c) By means of a web site (subject to the provisions of section 309) in which event notice is deemed served when first made available on the web site. Section 1147(3) & (4).

Or partly by one such means and partly by another.

Any General Meeting must be called by notice of at least 14 clear days.

Any Annual General Meeting by notice of at least 21 clear days (Section 307 (a))

24. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

25. All business shall be deemed special that is transacted at a General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring and the appointment of and the fixing of the remuneration of the Auditors.

26. 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 ten members personally present shall be a quorum.

27. If within half an hour from the time appointed for holding of a General Meeting a quorum is not present the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

28. The President, or in the absence of the President, The Vice-President, shall preside at every General Meeting but if at any meeting neither the President nor the Vice-President be present within fifteen minutes after the time appointed for holding the same, or if neither of them be willing to act as Chairman, or if no member of the Council be present, or if all the members of the Council present decline to take the Chair, the members present shall choose one of the members of the Association present to be Chairman.

29. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the Meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the Meeting from which the adjournment took place. Whenever a Meeting is adjourned for thirty days or more notice of the adjourned Meeting shall be given in the same manner as of an original Meeting. Save as aforesaid the members shall not be entitled to any notice of adjournment or of the business to be transacted at an adjourned Meeting.

30. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, a poll, postal, electronic or by proxy votes validly appointed in accordance with Section 324 of the Act. Unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least five members present in person, or by a member or members present in person, and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

31. Subject to the provisions of Article 32, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in

such manner, as the Chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

32. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

33. 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.

34. The demand for a poll shall not present the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

35. Subject as hereinafter provided every Full and Life Member shall have one vote whether on a show hands; a poll; postal, electronic or by proxy validly appointed in accordance with Section 324.

36. No member shall, unless the Council otherwise determine, be entitled to receive notice of, or to attend or vote at any General Meeting or to exercise any privileges as a member unless all subscriptions presently due to the Association have been paid.

THE COUNCIL AND OFFICERS

37. Unless otherwise determined by the Association by Ordinary Resolution the Council shall consist of not less than seven, or more than ten Full Members, as determined by the Council, including the President, Vice President and Treasurer who shall be appointed by the Members of the Council in accordance with the provisions of Article 42 hereof.

38. (a) The Council shall for all purposes be the governing body of the Association.

(b) All members of the Council shall be elected by the Association in General Meeting from amongst those members eligible to vote.

39. The Council may from time to time and at any time appoint any Full Member who has been a member of the Association for a period of not less than two successive years as a member of the Council either to fill a casual vacancy or way of addition to the Council but any member so appointed shall hold office only until the conclusion of the Annual General Meeting following next after his appointment when he shall retire but he shall be eligible for re-election.

40. No member of the Council shall vacate or be required to vacate office as a member of the Council on or by reason of attaining or having attained the age of seventy or any other age and any member of the Council retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a member of the Council shall be capable of being appointed or re-appointed as a member of the Council notwithstanding that he has attained the age of seventy and no special notice need be given of any resolution for the appointment or re-appointment as a member of the Council of a person who shall have attained the age of seventy and it shall not be necessary to give to the members notice of the age of any member of the Council or any person proposed to be appointed or re-appointed as such.

41. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council.

42. (a) At the first Meeting of the Council after every Annual General Meeting the members of the Council present shall appoint one of the members of the Council as Vice-

President and another as Treasurer and the members so appointed shall hold the offices of Vice-President and Treasurer respectively until their respective successors are appointed.

(b) If at any time a casual vacancy shall occur in the office of President or in the office of Vice-President or in the office of Treasurer the Council may appoint any member of the Council to fill such vacancy.

(c) The appointment of a member of the Council to fill a casual vacancy in the office of President, Vice-President or Treasurer shall be deemed to create a casual vacancy among the members of the Council.

POWERS OF THE COUNCIL

43. The business of the Association shall be managed by the Council who may pay all such expenses of and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as it thinks fit and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of these Articles to the provisions of the statutes for the time being in force and affecting the Association and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting, but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

44. The Members for the time being of the Council may act notwithstanding any vacancy in the Council; provided always that

in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

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

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

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

48. The Council may if it thinks fit so to do by resolution appoint any person to be an Honorary Patron of the Association provided that such person shall not be entitled to participate in the exercise of the powers of or the management of the business of the Association and the Council may terminate such an appointment in a like manner.

THE SECRETARY

49. The Secretary shall be appointed by the Council for such time, at such remuneration and upon such conditions as it may think fit or may by bye-law prescribe and any Secretary so appointed may be removed by the Council. The provisions of Section 271 and 280 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

50. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and in the presence of at least one Member of the Council and of the Secretary, or in the presence of two Members of the Council and the said Members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

51. The office of a member of the Council shall be vacated: -

(a) If the member becomes a bankrupt or makes any arrangement or composition with Creditors.

(b) If the member becomes of unsound mind.

(c) If the member ceases to be a member of the Association.

(d) If by notice in writing to the Association the member resigns office.

(e) If the member ceases to hold office or becomes prohibited from being a member of the Council by reason of any order or enactment.

(f) If the member is removed from office by a resolution duly passed pursuant to section 168 of the Act.

(g) If the member be excluded or suspended from membership of the Association or be reprimanded or admonished under the provisions of these Articles or the Bye-Laws of the Association.

RETIREMENT AND ELECTION OF COUNCIL MEMBERS

52. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year all the members of the Council for the time being with the exception of the President-Elect who will automatically become President and the President who will automatically become the Immediate Past-President shall retire from office. At each Annual General Meeting election of members of the Council for the forthcoming year will take place and those retiring members shall be eligible for re-election. Following the members of the Council retiring and the President thereby becoming the Immediate Past-President in

accordance with the provisions of this Article, shall act as Chairman. Where the Council has resolved that the President shall stay in office as President for a further term the President shall not retire from office at the Annual General Meeting and shall be deemed to be the President-Elect for the purpose of these Articles.

PROCEEDINGS OF THE COUNCIL

53. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its Meetings and proceedings as it thinks fit and may determine the quorum necessary for the transaction of business. Unless otherwise determined five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes, in the case of an equality of votes the Chairman of the meeting shall have a second or casting vote.

54. The President or in the absence of the President, the Vice-President shall as Chairman preside at all Meetings of the Council but if neither shall be present at the commencement of any Meeting of the Council the members of the Council present shall choose one of their number to be Chairman of the meeting.

55. The President may and at the request of any five members of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon all the members of the Council entitled to receive notice of meetings.

56. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Association for the time being vested in the Council generally.

57. Subject to the provisions of Articles 7 and 13 as to the Selection Committee and the

Disciplinary Committee the Council may delegate any of its powers to committees consisting of such member or members of the Council as it thinks fit and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Council so far as the same shall not be suspended by any regulations made by the Council.

58. All acts bona fide done by any meeting of the Council or of any committee of the Council, or any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

59. The Council shall cause proper Minutes to be made of all appointments of officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council 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, shall be sufficient evidence without any further proof of the facts therein stated such Minutes to be retained in accordance with Section 358 of the Act and available for inspection by appointment at the Registered Office of the Association.

60. A Resolution in writing signed by all the members for the time being of the Council or of any committee of the council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid

and effectual as if it had been passed at a meeting of the Council or of such committee duly convened and constituted.

ACCOUNTS

61. The Council shall cause proper books of account to be kept in accordance with the provision of the Companies Act.

62. The books of account shall be kept at the office or, subject to Section 388 of the Act, at such other place or places as the Council shall think fit and shall always be open to the inspection of the members of the Council.

63. The Council 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 or any of them shall be open to the inspection of members not being members of the Council, and no member (not being a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.

64. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than six months 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 council 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 meetings as required by the Act.

AUDIT

65. The provisions of the Act in regard to audit and Auditors shall be observed.

NOTICES

66. A notice may be served by the Association upon any member, either personally or by sending it by mail in a pre-paid letter or by electronic means to such member at the member's address whether in England or in any part of the world as appearing in the Association's register of members.

67. Any notice served either by first class pre-paid post, or in electronic form, are deemed served 48 hours after posting in accordance with Section 1147 (3) & (4).

INDEMNITY

68. Every member of the Council and other officers of the Association (including an auditor) shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal in which judgment is given in connection with any application in which relief is granted to him by the Court under the Act.

DISSOLUTION

69. Clause 7 of the Memorandum of Association relating to the Winding Up and

dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Minute of the Annual General Meeting of the Association held at Bristol 17th April 2010

After due consideration the special resolution to adopt the Memorandum and Articles of Association herein was passed by eligible members of the Association. The President signed the new Articles of Association accordingly.

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President