

No. 570175

THE COMPANIES ACTS 1948 TO 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

(as adopted by Special Resolution passed on 30 September 2010, as amended by Special Resolution passed on 9 December 2010 and as further amended by Special Resolution passed on 12 March 2020)

OF

THE ELECTRICAL SAFETY COUNCIL

(Incorporated 10th August 1956)

BRISTOWS
100 Victoria Embankment
London EC4Y 0DH

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INTERPRETATION

1. In these Articles unless there be something in the subject or context inconsistent therewith:-

“the 2006 Act”	means the Companies Act 2006;
“the Adoption Date”	12 March 2020;
“Approved Electrical Installation Contractor”	sole traders, partnerships and companies who in the course of a trade or business undertake electrical installation work and the inspection and testing of electrical equipment who, in each case, satisfy the requirements for admission to and continuing inclusion on the Roll;
“the Articles”	means the Council’s Articles of Association (as may be amended from time to time);
“the Board”	means the Council’s board of directors and charity trustees from time to time;
“Certsure”	means the joint venture company owned, as at the Adoption Date, by the Council and the Electrical Contractors Association;
“the Chair”	means the chair appointed in accordance with Article 33;

“the Charities Acts”	means the Charities Act 2006 and the Charities Act 2011;
“Civil Partner”	in relation to a person, a civil partner (as defined in the Civil Partnership Act 2004);
“Conforming Body”	companies, associations, institutions and governmental or other bodies which operate a direct labour force undertaking electrical installation work and inspection and testing of electrical equipment solely in connection with their internal operations who in each case, satisfy the requirements for admission to and continuing inclusion on the Roll;
“the Council”	means The Electrical Safety Council;
“electronic form”	has the meaning given to it in section 1168 of the 2006 Act;
“electronic means”	has the meaning given to it in section 1168 of the 2006 Act;
“Member”	means a member of the Council;
“the Office”	means the Council’s registered office;
“the Roll”	means the Roll of Approved Electrical Installation Contractors and Conforming Bodies from time to time maintained, as at the Adoption Date, by Certsure;
“the Seal”	means the Council’s common seal; and
“Secretary”	means the secretary of the Council and shall include any assistant or deputy secretary and any person appointed to perform the duties of the secretary of the Council temporarily.

Expressions referring to “writing” shall be construed as including references to representing or reproducing 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.

Words or expressions contained in these Articles shall bear the same meaning as in the 2006 Act or the Charities Acts or any statutory modification thereof in force at the date of adoption of these Articles. Subject to that, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Words importing persons shall include corporations.

OBJECTS

2. The objects for which the Council is established are, for the public benefit, to advance health and the saving of lives by promoting the safe use of electricity in all its applications and protecting and procuring the protection of consumers of electricity against faulty, unsafe and defective electrical installations, products and equipment.
3. In furtherance of the above objects but not otherwise, the Council shall have the following powers:-
 - (a) To educate the public on all matters of safety and good practice concerning the use of electricity in such manner as the Council sees fit.
 - (b) To promote and support the maintenance and publication of the Roll.
 - (c) To co-operate with any persons and/or organisations having objects, similar to the Council's objects, in relation to electricity or any other energy source.
 - (d) To undertake and execute any charitable trusts.
 - (e) To establish, promote, co-operate with, become a member of, act as, or appoint trustees, agents or delegates for, control, manage, superintend, afford financial assistance to, or otherwise assist any other charitable association, institution or body, incorporated or not incorporated, whose objects shall be similar or allied to those of the Council.
 - (f) To amalgamate with any charitable company, institution, society, or association having objects altogether or in part similar to those of the Council and prohibiting the distribution of its income and property among its members to an extent at least as great as is imposed on the Council by Article 4 hereof and to transfer all or any part of the property, assets, liabilities, and engagement of the Council to any one or more of the companies, institutions, societies or associations with which the Council is authorised to amalgamate.
 - (g) 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 Council is authorised to amalgamate.
 - (h)
 - (i) To provide for the welfare of persons in the employment or formerly in the employment of the Council or in the employment or formerly in the employment of any association or body which may be amalgamated with or whose assets may be acquired by the Council and the spouses, Civil Partners, long-term partners and other dependants of such persons by grants of money, pensions or other aid or otherwise as the Council shall think fit.
 - (ii) To establish, support and maintain such pension schemes, life assurance schemes and other fund or funds as the Council shall think fit for the purpose of the payment of money, pensions or gratuities to any person

in the employment of the Council or in the employment or formerly in the employment of any association or body which may be amalgamated with or whose assets may be acquired by the Council and the spouses, Civil Partners, long-term partners and other dependants or such persons and to pay money and to make contributions from time to time in respect thereof.

- (i) To indemnify any member of the Board in respect of any action taken or to be taken or of any liability incurred or to be incurred by such member on behalf and with the authority of the Council.
- (j) To purchase, take on lease, or in exchange, hire or otherwise acquire any real and personal property and any rights or privileges which the Council may think necessary or convenient for any of the purposes of the Council.
- (k) To construct, alter and maintain any buildings which may be from time to time be required or used for the purposes of the Council.
- (l) To sell, demise, exchange, let, mortgage, dispose of, turn to account, or otherwise deal with all or part of the property of the Council with a view to the promotion of the objects of the Council.
- (m) To take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Council.
- (n) To borrow or raise money for the purposes of the Council upon such terms as may be deemed advisable and in particular by the issue of bonds, debentures, bills of exchange, promissory notes, or other obligations or securities of the Council, or by mortgage or charge of all or any part of the property of the Council.
- (o) To invest the moneys of the Council not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (p) To use the funds of the Council in the employment of persons of skill and the provision and use of buildings and of tools, instruments, materials and appliances and of any of the equipment of the Council for any forms of study or practice relating to electrical work.
- (q) To provide indemnity insurance for members of the Board in relation to:
 - (1) any liability that by virtue of any rule of law would otherwise attach to a member of the Board in respect of any negligence, default, breach of duty or breach of trust of which that person may be guilty in relation to the Council, except:
 - (i) fines;

- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the member of the Board; and
 - (iii) liabilities to the Council that result from conduct that the member of the Board knew or must be assumed to have known was not in the best interests of the Council or about which the person concerned did not care whether it was in the best interests of the Council or not; and
- (2) any liability to make a contribution to the Council's assets as specified in Section 214 Insolvency Act 1986 except where the basis of the liability of the member of the Board is that person's knowledge prior to the insolvent liquidation of the Council (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Council would avoid going into insolvent liquidation.
- (r) To collect, arrange, index and publish information as to materials, processes, patents, appliances, tools and instruments used or known in, or in regard to electrical work.
 - (s) To print and publish any newspapers, periodicals, books or leaflets.
 - (t) To procure the Council to be registered or recognised in any part of the world.
 - (u) To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

Provided that:-

- (i) In case the Council shall take or hold any property which may be subject to any trusts, the Council shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Council shall not support with its funds any object, 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 Council would make it a Trade Union.
- (iii) In case the Council shall take or hold any property subject to the jurisdiction of the Charity Commission, the Council 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 Board 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 the Board would have been if no incorporation had been effected, and the incorporation of the Council shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commission over

the Board but they shall as regards any such property be subject jointly and separately to such control or authority as if the Council were not incorporated.

DISTRIBUTIONS

- 4.1 The income and property of the Council whencesoever derived shall be applied solely towards the promotion of the objects of the Council as set forth in these Articles 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.

Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Council or to any Member in return for any services actually rendered to the Council, nor prevent the payment of interest at a reasonable and proper rate not exceeding 2% per annum above the base rate of a clearing bank selected by the Board on money lent or reasonable and proper rent for premises demised or let by any Member to the Council but so that no member of the Board shall be appointed to any salaried office of the Council or any office of the Council paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Council to any member of the Board except with the prior written consent of the Charity Commission or unless permitted by Article 4.2.

- 4.2 (a) A member of the Board may be reimbursed reasonable out-of-pocket expenses properly incurred by that person when acting on behalf of the Council and be paid interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Council.
- (b) A member of the Board may benefit from the provision of the indemnity insurance referred to in Article 3(q).
- (c) A company of which a member of the Board is a member holding not more than 1% of the issued share capital may receive fees, remuneration or other benefit in money or money's worth from the Council.
- (d) A member of the Board or a person connected with that person may enter into and be remunerated under a contract for the supply of goods or services to the Council where that is permitted in accordance with, and subject to the conditions in, section 185 of the Charities Act 2011.

LIABILITY OF MEMBERS

5. The liability of the Members is limited.
6. Every Member undertakes to contribute to the assets of the Council, in the event of the same being wound up while that person is a Member or within one year after that person ceases to be a Member for payment of the debts and liabilities of the Council contracted before that person 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 amongst themselves, such amount as may be required not exceeding five pounds.

7. If upon the winding-up or dissolution of the Council there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Council, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on the Council under or by virtue of Article 4, such institution or institutions to be determined by the members of the Council at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.
- 7A. Nothing in these Articles of Association or the Council's Memorandum of Association shall authorise an application of property of the Council for purposes which are not charitable in accordance with section 7 Charities and Trustee Investment (Scotland) Act 2005 and or section 2 of the Charities Act (Northern Ireland) 2008.

MEMBERS

8. The number of Members registered shall not exceed the number of trustees from time to time in office.
9. Such persons as the Board shall admit to membership pursuant to the provisions of the Articles shall be the Members. No person shall be admitted as a Member unless that person is approved by the Board. Every person who wishes to become a Member shall deliver to the Council an application for membership in such form as the Board require executed by that person.
10. Each member of the Board shall, subject only to their having applied to become a Member and having been approved by the Board, become a Member. Only members of the Board shall be eligible to become Members.
11. The rights and privileges of a Member shall be personal to that Member and not be transferable or transmissible by that Member's own act or by operation of law and shall cease on death.
12. Notwithstanding anything in these Articles, no body corporate shall be able or eligible to become a Member.

TERMINATION OF MEMBERSHIP

13. A Member shall forthwith cease to be a Member upon the happening of any of the following events, namely:-
 - (a) if a bankruptcy order is made against that person or a composition is made with that person's creditors generally;
 - (b) if a registered medical practitioner who is treating the Member gives a written opinion to the Company stating that the relevant Member has become physically or mentally incapable of acting as a Member and may remain so for more than three months;

- (c) if that person resigns as a Member by giving at least seven clear days' notice in writing to the Council;
- (d) if the Council in general meeting at which reasonable opportunity shall have been afforded to the Member to make representations in relation to such resolution, resolve by ordinary resolution that such person cease to be a Member;
- (e) if that person dies;
- (f) if that person ceases to be a member of the Board;
- (g) if the Member is removed by a resolution of at least three-fourths of the Board that it is in the best interests of the Council that such person's membership be terminated. A resolution to remove a Member from membership may only be passed if:
 - (i) the Member has been given at least twenty-one days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons why it is to be proposed;
 - (ii) the Member or, at the option of the Member if one is validly appointed, the Member's proxy has been allowed to make representations to the meeting.

GENERAL MEETINGS

14. The Board may call a general meeting at any time.

NOTICE OF GENERAL MEETINGS

15. A general meeting called for the passing of a special resolution shall be called by twenty-one clear days' notice in writing, and a meeting of the Council other than a meeting for the passing of a special resolution shall be called by fourteen clear days' notice in writing. The notice shall specify the place, the day and the hour of the meeting, and the general nature of the business to be transacted. The notice must also contain a statement setting out the right of Members to appoint a proxy under section 324 of the 2006 Act. The notice shall be given to the Members, the members of the Board and the auditors.

A meeting of the Council may be called by shorter notice than that specified in this Article if such shorter notice is agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than ninety per cent of the total voting rights at that meeting of all the Members.

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

PROCEEDINGS AT GENERAL MEETINGS

17. No business shall be transacted at any general meeting unless a quorum of Members is present when the meeting proceeds to business; six Members present in person or by proxy shall be a quorum.
18. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon 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 to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the Members present in person or by proxy shall be a quorum.
19. The Chair shall preside as chair at every general meeting of the Council. If there shall be no Chair or if the Chair is not present within fifteen minutes of the time appointed for the holding of the meeting, or if they are unwilling to act, the Members present in person or by proxy shall elect one of their number to be chair of the meeting.
20. The chair 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 the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
21. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
 - (a) by the chair; or
 - (b) by any Member present in person or by proxy.

Unless a poll be so demanded a declaration by the chair that a resolution has on a show of hands been carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Council shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

22. Except as provided in Article 23, if a poll is duly demanded it shall be taken in such manner as the chair directs, and the result of the poll shall be deemed to be the decision of the meeting in respect of the resolution on which the poll was demanded.
23. A poll demanded on the election of a chair, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as

the chair of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

VOTES OF MEMBERS

24. Subject as set out in these Articles, every Member shall have one vote and, on a show of hands, where a Member has been appointed as proxy for another Member or Members, that Member shall, in addition to that person's own vote, have one vote for each Member by whom that Member has been appointed as proxy.
25. On a poll votes may be given either personally or by proxy.
26. The instrument appointing a proxy shall be in writing under the hand of the appointer or of the appointer's attorney duly authorised in writing. A proxy must be a Member.
27. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power or authority shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
28. An instrument appointing a proxy shall be in the usual common form or such other form as shall be approved by the Board.
29. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
30. Where a vote has been cast in accordance with the terms of an instrument of proxy the previous death or medically certified mental incapacity of the appointer or revocation of the proxy or of the authority under which the proxy was executed shall not invalidate that proxy, provided that no intimation in writing of such death, medically certified mental incapacity or revocation as aforesaid shall have been received by the Council at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.

ELECTRICAL SAFETY BOARD

31. The minimum number of members of the Board shall be eight and the maximum shall be fifteen.

COMPOSITION OF THE ELECTRICAL SAFETY BOARD

32. Subject to Articles 34 and 34A, the Board may appoint a person who is willing to act to be a member of the Board either to fill a vacancy or as an additional member of the Board, provided that the appointment does not cause the number of members of the Board to exceed any number fixed by or in accordance with the Articles as the maximum number of members of the Board. Every appointment of a member of the

Board shall be conditional upon the appointee applying for and being admitted as a Member. The Board shall procure that, taken as a whole and in so far as achievable, the Board shall comprise a group of persons having a broad range of expertise and experience that is of relevance and assistance in the effective advancement of the Council's objects.

33. The Board may appoint one of their number or some other person of stature with relevant knowledge and experience to be the chair of the Board – the “Chair”, subject to Articles 34 and 34A, for such period as the Board may determine and may remove that person from that office at any time. If such person is not already a member of the Board, the Chair shall be automatically appointed a member of the Board upon that person's appointment as the Chair. Following the end of a person's term as Chair, such person shall, subject to Articles 34 and 34A (and other relevant provisions of the Articles) continue to be a member of the Board until the end of their term as Trustee.
34. Each member of the Board shall be appointed for and serve a term of no longer than three years. Once that term has ended that member of the Board shall automatically retire and, subject to Article 34A, shall cease to be a member of the Board.
- 34A A retiring member of the Board is eligible for immediate re-appointment for a further term as a member of the Board at the meeting of the Board at which that person's term ends or, if that person's term ends other than at a meeting of the Board, the meeting of the Board immediately following the end of that person's term. No person will be eligible for re-appointment under Article 34A on more than two consecutive occasions other than in full accordance with the process set out in paragraphs (a) and (b) below. After a second consecutive re-appointment under Article 34A, any further consecutive re-appointment under Article 34A shall:
 - (a) be subject to a review of such re-appointment by the Board, at or prior to the meeting of the Board at which the relevant retiring member of the Board's reappointment will be voted upon. The aim of such review is for the Board to satisfy itself that such re-appointment is in accordance with recommended governance practices supported by the Charity Commission at the relevant time and recommended or mandated for charities of a size equivalent to the Council; and
 - (b) require a vote in favour from no less than two-thirds of all of the members of the Board eligible to vote on the relevant resolution (the member of the Board whose re-election is being considered shall not be eligible to participate in such vote); and

If the Board makes a re-appointment pursuant to Article 34A(b), the Board shall publish a statement in the next available Trustees' annual report confirming that paragraphs (a) and (b) have been complied with and setting out the basis upon which the Board resolved that the re-appointment of the relevant person to serve as a member of the Board for a continuous period in excess of nine years was in the best interests of the Council. This Article 34A shall not prevent any person from being appointed as a member of the Board at any time after a period of three years has elapsed after the end of that person's third consecutive term as a member of the Board.

EXPENSES

35. The members of the Board shall be entitled to be paid all travelling, hotel and other expenses properly and reasonably incurred by them in attending and returning from meetings of the Board or any committee of the Board or general meetings of the Council or in connection with the business of the Council.

POWERS AND DUTIES OF ELECTRICAL SAFETY BOARD

36. Subject to the Articles and the 2006 Act, the business of the Council shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Council, and may exercise all such powers of the Council.
37. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Council, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
38. The Board shall cause minutes to be retained in permanent form (whether in hard or soft copy):-
- (a) of all appointments of officers made by the Board;
 - (b) of the names of the members of the Board present at each meeting of the Board and of any committee of the Board;
 - (c) of all resolutions and proceedings at all meetings of the Council, and of the Board, and of committees of the Board and any minute of any meeting shall, if purporting to be approved by the chair of such meeting or the chair of the next succeeding meeting of the Council or the Board or Committee as the case may be, be conclusive evidence without any further proof of the matter therein stated.
39. The office of a member of the Board shall be vacated:-
- (a) if the relevant member of the Board resigns that office by giving at least seven clear days' notice in writing to the Council; or
 - (b) if a bankruptcy order is made against the relevant member of the Board or a composition is made with that person's creditors generally; or
 - (c) if a registered medical practitioner who is treating the relevant member of the Board gives a written opinion to the Council stating that the relevant member has become physically or mentally incapable of acting as a member of the Board and may remain so for more than three months; or
 - (d) if the relevant member of the Board becomes prohibited by law from being a director or is disqualified from acting as a charity trustee (as the case may be) by reason of the 2006 Act, the Charities Acts or any order made under the 2006 Act or the Charities Acts; or

- (e) if the relevant member of the Board ceases to be a Member; or
 - (f) if the relevant member of the Board ceases to be a member of the Board by virtue of Article 34 and is not re-appointed at the meeting of the Board at which that person retires; or
 - (g) if the relevant member of the Board is absent from three consecutive meetings of the Board without the permission of the Board and the Board resolves that that person's office be vacated.
40. The Board shall have power to make, alter or revoke by-laws for regulating the business of the Council, and of the Board, and licences to use any design, device or mark of the Council, and the enforcement of such rules and regulations. No such by-laws, rules or regulations shall be made or altered in such way which would amount to such an alteration of these Articles as could only legally be made by special resolution.
41. The Board shall, in addition to all other powers and so as not in any way to limit or restrict those powers and without prejudice to any other power conferred by the 2006 Act or these Articles, have power to establish support and maintain and make contributions from time to time to such schemes or fund or funds for the payment of money, pensions, and gratuities to any person in the employment or formerly in the employment of the Council or in the employment or formerly in the employment of any association or body which may be amalgamated with or whose assets or any part of whose assets may be acquired by the Council and the spouses, Civil Partners, long-term partners and other dependants of such persons and subject to the provisions of Article 4 to grant money pensions or other aid to such persons as the Board may think fit.

ELECTRICAL SAFETY BOARD MEETINGS

42. The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless and until otherwise determined by the Board six shall be a quorum.
43. (a) Subject to the Articles, members of the Board participate in a Board meeting, or part of a Board meeting, when:
- (i) the meeting has been called and takes place in accordance with the Articles; and
 - (ii) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- (b) In determining whether members of the Board are participating in a Board meeting, it is irrelevant where any member of the Board is or how they communicate with each other.
- (c) If all the members of the Board 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.

44. In the event that any member of the Board is unable to attend a Board Meeting the relevant member of the Board shall be entitled to appoint as that person's alternate any other member of the Board for the purposes only of attending and voting at that Board Meeting. The notice appointing an alternate shall be in writing signed by the appointer and shall be delivered to the Secretary not less than 24 hours before the time appointed for the relevant Board Meeting. Any notice appointing an alternate which is not so delivered shall be invalid. A vote given by an alternate shall only be valid if the appointer is a member of the Board at the time of the relevant Board meeting, is not present in person at such meeting and no notice of termination of the appointment of the alternate has been received by the Secretary before the commencement of such meeting. A member of the Board who has been appointed an alternate by any other member or members of the Board shall have an additional vote at the relevant Board Meeting for each of that person's appointers, but a person so acting shall count only as one for the purpose of determining whether a quorum be present at any such meeting.
45. At Board Meetings voting shall be by show of hands. In case of an equality of votes the chair of the meeting shall have a second or casting vote.
46. A memorandum in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as a resolution passed at a Board meeting duly called and constituted. Any such memorandum may consist of several documents in like form each signed by one or more members of the Board.
47. On the request of the Chair or any member of the Board, the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several members of the Board.
48. The Chair shall be entitled to preside at all meetings of the Board at which the Chair is present.
49. If at any meeting the Chair for the time being of the Board is not present within five minutes after the time appointed for holding a meeting or they are unwilling to preside the members of the Board present shall choose someone of their number to be chair of the meeting during the absence of the Chair.
50. A meeting of the members of the Board for the time being at which a quorum is present shall be competent to exercise all the authorities, powers and discretions for the time being vested in the Board generally. The Board may act notwithstanding any vacancy.
51. All acts done by any meeting of the Board or of any Committee appointed by the Board or by any person acting as a member of the Board or of any such Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of any such member of the Board or of such Committee or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Board or of such Committee.

CONFLICTS OF INTEREST

52. A member of the Board must declare the nature and extent of any interest, direct or indirect, which that person has in a proposed transaction or arrangement with the Council or in any transaction or arrangement entered into by the Council which has not previously been declared. A member of the Board must not be present during any discussions of the Board in which it is possible that a conflict will arise between that person's duty to act solely in the interests of the Council and any personal interest (including but not limited to any personal financial interest).
53. If a matter or situation arises in respect of a member of the Board which would, if not authorised by the Board, involve a breach of duty under section 175 of the 2006 Act by that member of the Board (for the purpose of this Article a "Conflict") and the Conflict does not involve a direct or indirect benefit of any nature to a member of the Board and is not authorised by virtue of any other provision in these Articles, the unconflicted members of the Board may authorise the Conflict where the following conditions are satisfied:
- (a) the conflicted member of the Board is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted member of the Board does not vote on any such matter and is not to be counted when considering whether a quorum of the Board is present at the meeting; and
 - (c) the unconflicted members of the Board consider it is in the interests of the Council to authorise the Conflict in the circumstances applying.

When authorising any Conflict under this Article 53, the Board can, subject to the provisions of the 2006 Act and the Articles, impose upon the relevant Member of the Board such terms, conditions and restrictions for the purposes of dealing with the Conflict as the Board thinks fit.

COMMITTEES

54. The Board may from time to time and at any time appoint an executive committee which shall consist of members of the Board and such other committees consisting of persons, who need not be members of the Board, as the Board may from time to time determine, and the following provisions shall apply to such committees:-
- (a) The Board may from time to time determine the maximum and minimum number required to constitute a committee, and may appoint the chair and other members of such committee, and, having regard to the nature of any committees other than the executive committee, shall decide whether a majority of the members of such other committees should be members of the Board and, if not, how many members of the Board (if any) shall be members of the committee and, in the case of all committees, fill up any vacancies therein and may at any

time modify, dissolve or reconstruct any committee and make such regulations and terms of reference in regard thereto as the Board may think fit.

- (b) The Board may delegate to any committee, all or such of the powers, authorities and discretions vested in the Board as the Board may think fit, other than the appointment or removal of the Chair and the powers of borrowing and making by-laws.
- (c) The meetings and proceedings of every committee shall be governed by the provisions herein contained for regulating meetings and proceedings of the Board, in so far as the same are applicable thereto and are not superseded by any regulations under this Article.
- (d) All acts and proceedings of any committees must be fully and promptly reported to the Board.

SECRETARY

- 55. The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit; and any secretary so appointed may be removed by them.
- 56. A provision of the 2006 Act or these Articles requiring or authorising a thing to be done by or to a member of the Board and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Board and as, or in place of, the Secretary.

THE SEAL

- 57. If the Council has a seal, the Board shall provide for its safe custody and it shall only be used by the authority of the Board or of a committee of the Board authorised by the Board in that behalf, and every instrument to which the seal shall be affixed shall be signed by a member of such Board and counter-signed by the Secretary or other officer approved by the Board.

ACCOUNTS

- 58. The Board shall cause proper books of account to be kept with respect to:
 - (a) all sums of money received and expended by the Council and the matters in respect of which the receipt and expenditure takes place;
 - (b) all sales and purchases of goods by the Council; and
 - (c) the assets and liabilities of the Council.

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

59. The books of account shall be kept at the Office, or, subject to the provisions of the 2006 Act, at such other place or places as the Board think fit, and shall always be open to the inspection of any member of the Board.
60. The Board shall cause to be prepared and sent to every Member such income and expenditure accounts, balance sheets and reports in respect of the Council's affairs as are required by the 2006 Act provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Council is not aware.

AUDIT

61. Auditors shall be appointed and their duties regulated in accordance with the 2006 Act.

NOTICES

62. Any notice to be given to or by any person pursuant to the Articles (other than a notice calling a meeting of the Board) shall be in writing or shall be given using electronic means to an address for the time being notified for that purpose to the person giving the notice.
63. A notice may be given by the Council to any Member either personally or by sending it by post in a prepaid envelope to that Member at at their registered address or if in electronic form, to an address for the time being notified for that purpose to the person giving notice. A Member whose registered address is not within the United Kingdom or the Republic of Ireland and who gives to the Council an address within the United Kingdom for the provision of notices by the Council that Member shall be entitled to have notices given to that address, but otherwise no such Member shall be entitled to receive any notice from the Council.
64. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice sent in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice sent in electronic form, at the expiration of 48 hours after the time it was sent.
65. Subject to the provision of these Articles, notices of every general meeting shall be given in any manner hereinbefore authorised to:-
 - (a) every Member except those Members who have no registered address within the United Kingdom or the Republic of Ireland and who have not supplied to the Council either an address within the United Kingdom or the Republic of Ireland or an address for communication in electronic form for the giving of notices of them;
 - (b) the auditor for the time being of the Council.

No other person shall be entitled to receive notice of general meetings.

66. Any notice or other document may be served on the Council by leaving the same in an envelope addressed to the Council at the Office for the time being or by sending it by post addressed to the Council at the Office in a prepaid envelope.

COMMUNICATIONS BY MEANS OF A WEBSITE

67. Subject to the provisions of the 2006 Act, a document or information may be sent or supplied by the Company to a person by being made available on a website.

INDEMNITY

68. Subject to the 2006 Act, each of the members of the Board, Secretary and other officers for the time being of the Council (if any) for the time being acting in relation to any of the affairs of the Council shall be indemnified out of the assets of the Council against all liabilities incurred by that person in the actual or purported execution or discharge of that person's duties, or the exercise of that person's powers or otherwise in relation to or in connection with that person's duties, powers or office, but:

- (a) this indemnity shall not apply to any liability to the extent that it is recovered from any other person; and
- (b) the indemnity is subject to such officer taking all reasonable steps to effect such recovery, to the intent that the indemnity shall not apply where an alternative right of recovery is available and capable of being enforced.

69. Subject to the 2006 Acts, the Council may at the discretion of the Board provide every member of the Board or other officer (excluding an auditor) of the Council with funds to meet expenditure incurred or to be incurred by that person (or to enable such member of the Board or officer to avoid incurring such expenditure) in defending any civil or criminal proceedings, any regulatory actions or investigations or in connection with any application under the provisions referred to in section 205(5) of the 2006 Act.