

**THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
OF**

International Water Association

REVISIONS 2020

(VERSION 6 – September 2020)

Adopted by the Governing Assembly in AGM on 23 September 2020

Company Number: 03597005

Date of Incorporation: 13.07.1998

Company Number: 03597005

Charity Number: 1076690

The Companies Acts 1985 to 2006

Company Limited by Guarantee and Not Having a Share Capital

ARTICLES OF ASSOCIATION

of

INTERNATIONAL WATER ASSOCIATION

Incorporated the 13th day of July 1998

1. Name of Charity and Meaning of Words

1.1 The name of the company is International Water Association (“the Association”).

1.2 In these Articles, unless the context otherwise requires, words or expressions shall have the meaning ascribed to them below:-

1.3	Word	Meaning
	‘Act’	the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;
	‘Articles’	means the articles of association of the Association;
	‘Association’	means this company registered in England and Wales named International Water Association; and
	‘Association Entities’	means such councils, committees or other entities as may be established from time to time in accordance with Article 15.1.4;
	‘Board of Directors’	means the board of directors of the Association;
	‘Bylaws’	means all Bylaws made by the Board of Directors in accordance with Article 34;
	‘Charities Act’	the Charities Acts 1992 and 2011 (to the extent in force) including any statutory modification or re-enactment thereof from time to time;

‘clear days’	in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
‘communication’	is interpreted in the same way as in the Act;
‘Corporate Member’	means a member as defined in Article 9.2.2;
‘Director’	means a member of the Board of Directors and a director of the Association for the purposes of the Act;
‘electronic communication’	is interpreted in the same way as in the Act;
‘executed’	includes any mode of execution;
‘Executive Director’	means the principal executive officer of the Association as defined in Article 29;
‘Geographical Area’	means a country, multiple countries or a part of one country;
‘Governing Member’	means a member as defined in Article 9.2.1;
‘Governing Assembly’	means the committee defined in Article 16.1;
‘Honorary Member’	means a member as defined in Article 9.2.5;
‘Immediate Past President’	means the person who held the office of President immediately prior to the current President;
‘Individual Member’	means a member as defined in Article 9.2.3;
‘Member’	means any member of the Association including, without limitation, Governing Members and Ordinary Members at whatever category of membership;
‘Office’	means the registered office of the Association;
‘Officers’	means the persons defined in Article 22.1;
‘Ordinary Member’	means any member who is an Honorary Member, Individual Member, Student Member or Corporate Member, in each case as defined in Article 9.2;
‘President’	means the President of the Association from time to time elected by the Governing Assembly;

‘President-elect’	means the person elected by the Governing Assembly as the next President of the Association in accordance with Article 23.3;
‘Secretary’	means any person responsible under the Act for performing the duties of the company secretary of the Association;
‘Signed’	shall include faxes of signatures and other forms of authentication that are permitted by law;
‘Student Member’	means a member as defined in Article 9.2.4;
‘Treasurer’	means the Treasurer of the Association for the time being appointed in accordance with these Articles;
‘Vice President’	means any Vice President of the Association from time to time elected by the Governing Assembly as defined in Article 16;
‘Voting Representative’	has the meaning giving to it in Article 16.3;
‘in Writing’	written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible);
‘World Congress’	means the Association’s principal conference held at regular intervals;
‘the United Kingdom’	means Great Britain and Northern Ireland.

1.4 Unless the context otherwise requires:

1.4.1 words or expressions contained in these regulations bear the same meaning as in the Act including any statutory modification thereof; and

1.4.2 words or expressions importing the masculine shall include the feminine and neuter and vice versa.

2. Registered Office

2.1 The registered office of the Association will be in England and Wales.

3. Objects of the Charity

3.1 The purposes of the Association (‘the Objects’) are:

3.1.1 to promote the art and science of water management for the public benefit, particularly, but not exclusively, by the encouragement of education, training, study and research in water management and the publication of the useful results of such research;

- 3.1.2 to advance education of members of the public in the science and practice of water management;
- 3.1.3 to promote and enable the development and direct provision of water management schemes worldwide for the public benefit,

where “water management” means the establishing, maintaining and securing the supply of safe and sustainable water supplies, stormwater systems and wastewater treatment and disposal systems.

4. Powers of the Charity

4.1 In furtherance of the Objects, but not further or otherwise, the Association shall have power:

- 4.1.1 to promote the practical application of research and experience in water management problems;
- 4.1.2 to encourage communication and better understanding among scientists, engineers, administrators and others engaged in the solution of water management problems;
- 4.1.3 to provide advice on policy and general counsel to international organisations concerned with resource management, public health and the environment;
- 4.1.4 to develop central sources of information to aid the development of goal-oriented research, efficient water management, and sustainable environmental conditions;
- 4.1.5 to promote public awareness of the global need for wholesome water for all and of associated issues;
- 4.1.6 to accept a transfer of any property, assets, undertaking, functions, responsibilities and liabilities conducive to the realisation of the Objects;
- 4.1.7 to act as trustee of any trust comprising real or personal estate and which, in the opinion of the Association, is calculated to further the aims and the Objects and as such trustee to carry out such trusts on the terms and conditions imposed in the instrument creating the same;
- 4.1.8 to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 4.1.9 to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- 4.1.10 to foster and undertake research into any aspect of the Objects and its work and to disseminate and exchange the results of any such research;

- 4.1.11 to co-operate and enter into arrangements with any authorities, international, national, local or otherwise;
- 4.1.12 to accept subscriptions, donations, devises and bequests of any real or personal estate;
- 4.1.13 to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate;
- 4.1.14 to maintain and alter any real or personal estate as is necessary for any of the Objects;
- 4.1.15 (subject to such consents as may be required by law) to sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- 4.1.16 to erect, maintain, improve, or alter any buildings for the time being belonging to the Association with a view to furthering the Objects;
- 4.1.17 to issue appeals, hold public meetings, establish subscription arrangements and support groups and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the shape of donations, grants, subscriptions or otherwise;
- 4.1.18 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 4.1.19 to make reasonable charges for any services the Association may provide in pursuit of the Objects provided that the Association shall not undertake any permanent trading activities for the purpose only of raising funds for the Objects;
- 4.1.20 to borrow or raise money for the purposes of the Association on such terms and (with such consents as are required by law) on such security as may be thought fit including making reasonable charges for any services it may provide provided that the Association shall not undertake any permanent trading activities for the purpose only of raising funds for the Objects;
- 4.1.21 to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any purpose of the Association;
- 4.1.22 to lend money and give credit, to take security for such loans or credit and to guarantee and become or give security for the performance of contracts by any person or persons as may be necessary for the work of the Association;
- 4.1.23 to undertake, execute and act as trustee of any charitable trusts which may be incidental to and likely to contribute to the attainment of the Objects;

- 4.1.24 to establish or promote any other company (not constituted for purposes of profit) having objects similar, wholly or partly, to those of the Association, or the promotion of which shall be in any manner calculated to advance directly or indirectly the Objects;
- 4.1.25 to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the Objects;
- 4.1.26 to enter into arrangements with any body of persons whether corporate or unincorporated formed for all or any of the Objects or for any purpose analogous thereto with a view to the promotion of the Objects and to contribute to or receive contributions from the funds of any such body upon such terms and conditions as the Association may think proper, subject nevertheless to the provisions of these Articles;
- 4.1.27 to amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Association and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members, at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by these Articles;
- 4.1.28 to purchase or form trading companies alone or jointly with others;
- 4.1.29 to carry on trade insofar as the trade is exercised in the course of effecting one or more of the Objects;
- 4.1.30 to establish, develop and maintain links and to exchange information with other bodies at local, national and international level in order to promote the Objects;
- 4.1.31 to invest the money of the Association not immediately required for the Objects in or on such investments, securities or property as may be thought fit and with all the powers of a beneficial owner;
- 4.1.32 in addition to Article 4.1.31 to invest and deal with the monies of the Association not immediately required for its purposes on such terms as the Board of Directors (as defined in the Articles of the Association) may think fit in any private limited company in which the Association holds shares;
- 4.1.33 to make any charitable donation either in cash or assets for the furtherance of the Objects;
- 4.1.34 to set aside funds for special purposes or as reserves against future expenditure;
- 4.1.35 to delegate the management of investments to a financial expert but only on terms:-

- (a) that the investment policy is set down in writing for the financial expert (meaning a person who is reasonably believed by the Board of Directors to be qualified to give advice in relation to investments by reason of his ability in and practical experience of financial and other matters relating to investments) by the Board of Directors;
 - (b) that transactions are reported regularly to the Board of Directors;
 - (c) that the performance of the investments is reviewed regularly with the Board of Directors;
 - (d) that the Board of Directors shall be entitled to cancel the delegation arrangement at any time;
 - (e) that the investment policy and the delegation arrangement are reviewed periodically;
 - (f) that all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Board of Directors on receipt; and
 - (g) that the financial expert must not do anything outside the powers of the Board of Directors;
- 4.1.36 to arrange for investments or other property of the Association to be held in the name of a nominee (being a corporate body registered or having an established place of business in the United Kingdom) under the control of the Board of Directors or of a financial expert acting under their instructions and to pay any reasonable fee required;
- 4.1.37 to affiliate to or accept affiliation from any body with objects similar in whole or in part to those of the Association;
- 4.1.38 to obtain any Act of Parliament or other order or authority which will assist the Association to carry the Objects into effect or to promote, support or oppose legislative or other measures or proceedings or to petition the Crown, Parliament or other public persons or bodies in the United Kingdom in respect of any matter affecting the interests of the Association;
- 4.1.39 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Association;
- 4.1.40 to insure and arrange insurance cover of every kind and nature in respect of the Association, its property and assets and in respect of and for the purpose of providing indemnity for itself, the officers, servants and voluntary workers and its members from and against all risks directly or indirectly incurred in the course of the Association's activities and in the performance of their duties by such officers, servants, voluntary workers and members as may be thought fit;

- 4.1.41 to provide indemnity insurance to cover the liability of the Directors (or any of them) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Association provided that any such insurance shall not extend to any claim arising from any act or omission which the Directors (or any of them) knew to be a breach of trust or breach of duty or which was committed by the Directors (or any of them) in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any such insurance shall not extend to the costs of any unsuccessful defence to a criminal prosecution brought against the Directors in their capacity as directors of the Association;
- 4.1.42 subject to the provisions of Article 5 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Association or their dependants;
- 4.1.43 to make such rules, regulations and bye-laws as are necessary in the opinion of the Board of Directors for the efficient running of the Association;
- 4.1.44 to pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association as a company and as a charity; and
- 4.1.45 to do all such other lawful things as are incidental or conducive to the attainment of the Objects or any of them.

5. Use of income and property

- 5.1 The income and property of the Association shall be applied solely towards the promotion of the Objects and no portion of such income and property shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Association provided that nothing shall prevent any payment in good faith by the Association:
 - 5.1.1 of reasonable and proper remuneration to any member, officer or servant of the Association (not being a Director) for any services rendered to the Association;
 - 5.1.2 of interest on money lent by any member of the Association or of the Board of Directors at a rate per year not exceeding 2% less than the base lending rate prescribed for the time being by a clearing bank in London selected by the Board of Directors or 3%, whichever is the greater;
 - 5.1.3 of reasonable and proper rent for premises demised or let by any member of the Association or of the Board of Directors;
 - 5.1.4 of fees, remuneration or other benefit in money or money's worth to a company of which a member of the Board of Directors may be a

member holding not more than a one per cent shareholding in that company;

5.1.5 of out-of-pocket expenses to any member of the Board of Directors; or

5.1.6 of any premium in respect of any insurance to cover any of the liabilities specified in Article 4.1.41.

Directors' Interests

5.2 Notwithstanding any other provision of these Articles the Executive Director, as defined in the Articles of Association, may be remunerated by salary, pension, contributions or fees or receive other benefits in money or money's worth from the Association but only if:

5.2.1 the duties carried out or services provided by the remunerated Executive Director are actually required by the Association for the attainment of the Objects;

5.2.2 the nature and level of the fees or remuneration paid to the Executive Director is reasonable in relation to the services he or she has provided and the resources of the Association;

5.2.3 prior to any payment being made to him or her an appropriate written contract is concluded between the Executive Director and the Association containing details of his or her duties and obligations to the Association the amount of remuneration payable to him or her and any other relevant terms and conditions and that copies of all such contracts are retained by the Association for inspection by any authorised person;

5.2.4 provisions of Article 20 are observed in relation to any discussions of the Board of Directors concerning that Executive Director's interest, his or her remuneration or any variation of his or her remuneration.

6. Limited liability

6.1 The liability of the members is limited.

7. Contribution to assets of the Association

7.1 Every Governing Member and Officer 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 one pound (£1).

8. Surplus assets

8.1 If on the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall

not be paid to or distributed among the members of the Association, but shall be given or transferred to some other charitable body having objects which are similar to the Objects and which shall prohibit the payment of any dividend or profit to, or the distribution of its assets amongst its members, to an extent at least as great as is imposed on the Association by virtue of Article 5.1 (as shall be determined by the Governing Members of the Association).

- 8.2 If the Association is a trustee of any trusts at the time it is wound up or dissolved, the Association shall procure the appointment of a new trustee or trustees of those trusts in the place of the Association.

MEMBERSHIP

9. Members

- 9.1 The Association shall consist of Governing Members and Ordinary Members with the following rights and characteristics:

9.1.1 The Governing Members and Officers shall be the members of the Association for the purposes of the Act. Only Governing Members and Officers shall be entitled to attend and vote at general meetings of the Association.

9.1.2 The Ordinary Members shall have those rights and obligations as set out in these Articles and the Bylaws but not otherwise: The Ordinary Members shall comprise:-

- (a) Corporate Members;
- (b) Individual Members;
- (c) Student Members; and
- (d) Honorary Members.

- 9.2 Persons eligible to be Members are as follows:

9.2.1 The following persons shall be eligible to be Governing Members:-

- (a) any properly constituted not-for-profit organisation, which the Board of Directors approves as being representative of the water sector in a particular Geographical Area, may be admitted as a Governing Member subject to approval in accordance with Bylaws.

9.2.2 The following persons shall be eligible to be Corporate Members:-

- (a) any public or private undertaking whose functions include the provision, management or regulation of water;
- (b) any educational or research body in the water sector;

- (c) any contractor, manufacturer, supplier or consultant in the water sector;
- (d) any other organisation or individual having an interest in the objectives of the Association.

9.2.3 The following persons shall be eligible to be Individual Members:-

- (a) any individual having an interest in the objectives of the Association may be admitted by the Board of Directors as an Individual Member subject to approval in accordance with the Bylaws.

9.2.4 The following persons shall be eligible to be Student Members:-

- (a) any individual who is a regularly enrolled college or university student who spends at least one-half of his study time on academic course work or equivalent pertaining to water management may be admitted by the Board of Directors as a Student Member.

9.2.5 The following persons shall be eligible to be Honorary Members:-

- (a) the Board of Directors may admit to Honorary Membership for life or any lesser period any individual whom the Board of Directors considers has made an outstanding contribution to the Association and to the furtherance of its Objects.

10. Admission to Membership

10.1 Persons may be admitted to each category of membership upon application in such form and in such manner as the Board of Directors may from time to time prescribe.

10.2 An application for membership may be approved or rejected by the Board of Directors subject to any provision in the Bylaws. The Board may delegate the power to admit members.

10.3 The Board of Directors shall have the right for good and sufficient reason to terminate the membership of any Member who or which in the opinion of the Board of Directors:-

10.3.1 has failed to fulfil the requirements of proper professional and ethical standards;

10.3.2 is engaged in activities which are detrimental or contrary to the Objects or interests of the Association;

10.3.3 fails to observe the requirements for payment of subscriptions;

10.3.4 fails to comply with any requirement prescribed in the Bylaws where the penalty for non-compliance so prescribed includes removal from membership;

and in addition may terminate the membership of any Governing Member who or which has failed:-

10.3.5 to promote the objectives and activities of the Association in their own countries and regions;

10.3.6 to participate actively in the affairs and the activities of the Association and undertake such assignments as may be reasonably required by the Board of Directors; and

10.3.7 to undertake such other responsibilities as may reasonably be prescribed by the Bylaws,

provided that the Member concerned shall have a right to be heard before a final decision is made in accordance with the Bylaws.

11. Subscriptions

11.1 Except as herein provided, every Governing Member shall pay an annual subscription of such sum as the Board of Directors may from time to time decide provided that any increase to such subscriptions shall first be approved by the Governing Assembly.

11.2 Except as herein provided each Corporate Member, Individual Member and Student Member shall pay an annual subscription of such sum as the Board of Directors may from time to time decide.

11.3 Different subscriptions may be set for the several categories of membership and within those categories different subscriptions may be set according to such criteria as the Board of Directors may fix, all details of which shall be published in the Bylaws.

11.4 Save as otherwise set out in the Bylaws, annual subscriptions shall be payable in respect of a subscription year as determined by the Board of Directors.

11.5 No Governing Member, Corporate Member, Individual Member or Student Member shall be entitled to any of the privileges of membership if their annual subscription is more than three months in arrears.

12. Resignation

12.1 Subject to Article 12.2, any Governing Member or Ordinary Member may resign from the Association by notice in writing to the Association at any time, and upon such notice shall cease to be such a Member but without abatement of subscription and without prejudice to the right of the Association to recover any sums owing to the Association.

12.2 No Governing Member shall be permitted to resign as a Member if, after such resignation, the number of Governing Members remaining would be less than two.

12.3 For the avoidance of doubt where an Officer is a member of the Association for the purposes of the Act as a consequence of his position, he shall cease to be a member of the Association upon ceasing to be an Officer.

13. Lapse of Membership

13.1 A Governing Member, Corporate Member, Individual Member or Student Member whose subscription has been in arrears for a period of more than six months shall, unless the Board of Directors otherwise direct, cease to be a Member but without prejudice to the right of the Association to recover any sums owing to the Association.

14. Grievances of Members

14.1 The Board of Directors shall prescribe and publish in the Bylaws procedures for dealing with grievances of Members. A grievance is defined as a complaint that involves a question of the interpretation of, or compliance with, the provisions of the Articles, or Bylaws.

STRUCTURE AND GOVERNANCE

15. Structure and Governance

15.1 The Association shall be governed and managed by the following principal bodies or groups:-

15.1.1 the Governing Assembly;

15.1.2 the Board of Directors;

15.1.3 the Officers;

15.1.4 Association Entities which may be established from time to time by the Board of Directors;

15.1.5 the Executive Director and Headquarters staff.

15.2 All Association Entities shall be accountable to the Board of Directors which in turn shall, subject to the Act and these Articles, be accountable to the Governing Members in general meeting.

GOVERNING ASSEMBLY

16. Governing Assembly Role and Composition

16.1 There shall be a standing committee of Governing Members called the Governing Assembly. The functions of the Governing Assembly shall be:-

- 16.1.1 to represent the interests of the Governing Members and the Ordinary Members;
 - 16.1.2 to meet as the General Meeting of the Association and there to conduct any business that may lawfully and properly be conducted by a general meeting;
 - 16.1.3 to elect the Officers and to appoint the Other Officeholders as provided by these Articles and the Bylaws;
 - 16.1.4 to consider from time to time and review as appropriate these Articles;
 - 16.1.5 to review Bylaws that may be made from time to time pursuant to these Articles;
 - 16.1.6 to assist in the visible representation of the Association to the public and Members;
 - 16.1.7 through its oversight of the Articles, to determine the Association's broad objectives; and
 - 16.1.8 to act in an advisory capacity to the Board of Directors.
- 16.2 The Governing Assembly shall consist of:-
- 16.2.1 each Governing Member as represented by their official representatives;
 - 16.2.2 the Officers.
- 16.3 Each Governing Member may appoint up to three official representatives to represent it at the Governing Assembly. At any time by giving notice in Writing to the Association, that Governing Member can cancel the appointment of its representative(s) and appoint another instead. Only one representative (the "Voting Representative") has the right to vote at the Governing Assembly or a general meeting and if more than one is in attendance they shall agree amongst themselves who shall vote. Any vote given shall be valid unless prior to the vote the Association receives written notice ending the representative's authority.
- 16.4 A quorum of the Governing Assembly shall be that number which is equivalent to one-third of the Governing Members. The Officers present shall be counted for the purposes of determining if a quorum is present
- 17. Proceedings of the Governing Assembly**
- 17.1 Only the Voting Representatives of the Governing Members and the Officers are entitled to vote in the Governing Assembly.
 - 17.2 Each Governing Member (acting by means of its Voting Representative) shall have one vote on the Governing Assembly regardless of the number of official representatives. Each Officer shall have one vote.
 - 17.3 Except as otherwise provided in the Articles, questions arising at a meeting of the Governing Assembly shall be decided by a simple majority vote of those

present and voting. In the case of an equality of votes, the President shall have a second or casting vote.

- 17.4 All votes shall be cast in person and not by proxy except where the Governing Assembly is also a general meeting for the purposes of the Act, in which case the provisions of Article 33.3 shall apply.
- 17.5 The Governing Assembly may meet at such times and places as it decides (and it may decide to meet virtually), except that it shall meet at any World Congress. It may meet at such other times as may be decided by the President or by not less than one half of the total number of Governing Members provided that not less than 3 months' notice of such a meeting shall be given.
- 17.6 The Board of Directors may approve rules of procedure for the Governing Assembly that are not inconsistent with the Act and these Articles.
- 17.7 Any matter required to be determined by the Governing Assembly, may, with the approval of the Board of Directors, be considered or decided by postal, fax or email ballot or by any other electronic means.
- 17.8 To the extent that a meeting of the Governing Assembly is also a general meeting of the Association, the provisions of these Articles relating to proceedings at general meetings shall also apply and in, the event of any inconsistency, shall prevail over the provisions of this Article 17.

BOARD OF DIRECTORS

18. Composition of the Board of Directors

- 18.1 The members of the Board of Directors shall be:-
 - 18.1.1 the Officers;
 - 18.1.2 the Other Officeholders; and
 - 18.1.3 the Executive Director;
- 18.2 The members of the Board of Directors shall be the directors of the Association for the purposes of the Act.
- 18.3 Subject to Article 18.4 there shall be a minimum of five and a maximum of fifteen members of the Board of Directors (including the Executive Director).
- 18.4 If the President-elect is not already a member of the Board when elected pursuant to Article 23.3, the maximum shall be sixteen until the President-elect takes office as President.

19. Powers of the Board of Directors

- 19.1 Subject to the provisions of the Act, and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Board of Directors who may exercise all the powers of the Association. No

alteration of the Articles and no such direction shall invalidate any prior act of the Board of Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Board of Directors by the Articles and a meeting of the Board of Directors at which a quorum is present may exercise all powers exercisable by the Board of Directors. The Board of Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

20. Proceedings of the Board of Directors

- 20.1 Subject to the provisions of the Articles, the Board of Directors may regulate their proceedings as they think fit. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. The quorum for the transaction of the business of the Board of Directors may be fixed by the Board of Directors and unless so fixed at any other number shall be five. Except in an emergency at least six weeks' notice shall be given to the members of the Board of Directors of any meeting of the Board of Directors specifying generally the nature of the business to be transacted.
- 20.2 The Board of Directors shall meet at intervals prescribed in the Bylaws. The Board of Directors may otherwise meet as and when the President may consider necessary, or when three or more members of the Board of Directors requisition a meeting.
- 20.3 The Board of Directors or a member of the Board of Directors may act notwithstanding any vacancies in their number, but, if the number of members of the Board of Directors is less than the number fixed as the quorum, the Board of Directors or a member of the Board of Directors may act only for the purpose of filling vacancies or of calling a general meeting.
- 20.4 The President of the Association, or in his or her absence a Vice-President, shall preside as chairman of the Board of Directors. If at any meeting none of them shall be present, the Board of Directors shall choose one of their number to be chairman of the meeting.
- 20.5 All acts done by a meeting of the Board of Directors, or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 20.6 A resolution in writing signed by all the Directors entitled to receive notice of a meeting of the Board of Directors shall be as valid and effectual as if it had been passed at a meeting of the Board of Directors duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors.

- 20.7 To the extent required by law every Director shall fully disclose to the Board of Directors any circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.
- 20.8 Where the duty of a Director to avoid a situation in which he or she has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Association including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Act) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
- 20.8.1 the matter in relation to which that duty exists has been proposed to the Directors at a meeting of the Board of Directors and has been authorised by them; and
- 20.8.2 any requirement as to the quorum of such meeting is met without counting the Director in question, or any other interested Director, subject to Articles 20.9 and 20.10; and
- 20.8.3 the matter was agreed to without any such Director voting, or would have been agreed to if the vote of any such Director had not been counted, subject to Articles 20.9 and 20.10.
- 20.9 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Directors present at the meeting to constitute a quorum, the unconflicted Directors present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 20.8 and the manner of dealing with the conflict, provided that:
- 20.9.1 they may only give such authorisation where they are satisfied that the conflicted Director or Directors will not receive any direct or indirect benefit other than one permitted by these Articles; and
- 20.9.2 the total number of Directors at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board of Directors.
- 20.10 In the event that all of the Directors present at the Board of Directors meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Directors present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 20.9.1 and 20.9.2.
- 20.11 The duty to deal with conflicts referred to in Article 20.8 applies in the case of the exploitation of property, information or opportunity even if the Association is not taking, or could not take, advantage of the opportunity.
- 20.12 The Directors shall observe the other duties and rules in the Act, and such other rules as the Board of Directors adopts, as to the management of conflicts of duty

or interest and to the extent required by law every Director shall fully disclose to the Board of Directors the circumstances giving rise to any conflict or potential conflict that he or she has.

- 20.13 The Board of Directors may by resolution passed in the manner set out in this Article, authorise a Director not to disclose to the Board of Directors confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Director.
- 20.14 If a question arises at a meeting of the Board of Directors as to the right of a Director to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.
- 20.15 A Director shall be treated as present at a meeting of the Board of Directors notwithstanding that he or she is not physically present if he or she is in communication with the meeting by telephone or other telecommunication link and, for the purpose of these Articles, meetings of the Board of Directors shall include meetings held by telephone or any other form of telecommunication link provided that:
- 20.15.1 all members of the Board of Directors have received notice of the meeting and the means of communication to be employed thereof; and
- 20.15.2 the telephone or telecommunication link is so arranged that it is possible for each member of the Board of Directors to hear and be heard by each other person participating in the meeting and the terms “meeting” and “meet” shall be construed accordingly.

21. Disqualification and removal of Directors

- 21.1 The office of a Director shall be vacated if: -
- 21.1.1 he or she ceases to be a Director by virtue of any provision of the Act or the Charities Act or becomes prohibited by law from being a Director; or
- 21.1.2 he or she becomes bankrupt or makes any arrangement or composition with creditors generally; or
- 21.1.3 he or she becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her property or affairs; or
- 21.1.4 he or she resigns office by notice to the Association; or
- 21.1.5 he or she shall for more than six consecutive months have been absent without permission of the Board of Directors from meetings of the Board of Directors held during that period and the Board of Directors resolve that his or her office be vacated; or

- 21.1.6 he or she commits a serious breach of their duties or responsibilities as a Director or trustee of the Association whether under the law or as provided by the Association's Directors' Code of Ethics or the Association's By Laws and the Board of Directors resolve that his or her office be vacated.

OFFICERS AND OFFICEHOLDERS

22. Officers and Officeholders

22.1 The Officers shall comprise:-

22.1.1 the President;

22.1.2 the two Vice Presidents.

22.2 The Other Officeholders shall comprise:-

22.2.1 the Treasurer;

22.2.2 the Immediate Past President;

22.2.3 the President-elect; and

22.2.4 up to nine Members appointed by the Governing Assembly on the recommendation of the President-elect in accordance with Article 24.2 (the 'General Appointees').

23. Election of Officers

23.1 The candidates for election to the office of Officers shall be nominated by the Governing Members and elected by the Governing Assembly at the annual general meeting.

23.2 The candidates for election to the office of the President shall be drawn from natural persons who are and have been Members for a period of not less than four years and who meet one or more of the following criteria:-

23.2.1 two or more years of recent service on the Board of Directors;

23.2.2 current service as a Vice-President; or

23.2.3 a representative of a Governing Member for four or more years continuous service.

23.3 The election of the President will take place at the annual general meeting one year prior to the commencement of the President's term of office. The person so elected will be the "President-elect", in addition to any other position that they may hold on the Board of Directors.

- 23.4 Candidates for election to the office of Vice President shall be drawn from natural persons who are, and have been, Members for a period of not less than four years and who meet one or more of the following criteria:
- 23.4.1 one or more years of recent service on the Board of Directors; or
 - 23.4.2 a representative of a Governing Member for two or more years continuous service; or
 - 23.4.3 active involvement for a continuous period of two or more years at an international level in the governance, programs or other activities of the Association which may include service with Association Entities.
- 23.5 The Governing Assembly may waive any of the qualifying criteria for a candidate standing for a position as an Officer where it considers that special circumstances exist.
- 23.6 On election, an Officer shall cease to be the official representative of a Governing Member which shall then appoint a further official representative in place of that Officer.

24. Appointment of Other Officeholders

- 24.1 The Other Officeholders shall be appointed by the Governing Assembly on the recommendation of the President-elect and as otherwise prescribed by the Bylaws.
- 24.2 The General Appointees shall comprise up to nine (9) natural persons who are Members and who shall be selected by the President-elect from either the Chairs or other nominated representatives of the Association Entities; or such Members of the Association who have sufficient standing and the necessary skills and experience to contribute to the Board of Directors.
- 24.3 The Other Officeholders shall be appointed at the annual general meeting as follows:
- 24.3.1 Unless the Governing Assembly, by simple majority vote, requires that the approval of each recommended appointment to the Board be conducted individually, the appointees will be considered as a whole.
 - 24.3.2 The President-elect shall recommend each of the appointees to the Governing Assembly;
 - 24.3.3 The Governing Assembly may confirm or reject the appointment individually if required pursuant to a vote under Article 24.3.1 or collectively; and
 - 24.3.4 If an appointment is rejected the Board of Directors may recommend an alternative appointee(s) or may leave the position vacant.

24.4 In exercising his or her discretion and making any recommendation pursuant to this Article 24, the President-elect shall consult with the President and the two Vice Presidents and, if a Board Nominations Committee or similar has been established, shall consider any advice or recommendations that have been tendered by that Committee.

25. The President

25.1 The President shall act as the principal Officer and spokesman of the Association and promote the attainment of the objectives of the Objects.

25.2 The President shall preside over all meetings of the Governing Assembly and the Board of Directors and shall be responsible for ensuring the execution of Governing Assembly and Board of Directors decisions.

25.3 The President from time to time shall be a board member or committee member (depending on the status of the Association Entity) of all Association Entities by virtue of his office as President.

25.4 In the case of the death, resignation, absence or incapacity of the President, then:-

25.4.1 the senior Vice President will act; or

25.4.2 where the senior Vice President cannot act, the other Vice President will do so; or

25.4.3 where neither Vice President can act, the immediate Past President shall do so; or

25.4.4 where the Past President cannot act, the Board of Directors shall elect one of its members to do so.

26. Vice Presidents

26.1 Each Vice President shall assist the President in carrying out his functions.

26.2 Each Vice President shall act for the President as required.

26.3 The senior Vice President shall, unless the Bylaws prescribe otherwise, be the one who receives the most votes at the vice presidential election.

27. Terms of Office

27.1 An Officer shall hold office until the end of the annual general meeting held nearest in time to the second anniversary of their election. An Officer shall be eligible to stand for re-election for a second term in that office. An Officer may serve for a further term or terms after a second term if the Governing Assembly considers that exceptional circumstances exist.

27.2 The Treasurer shall hold office until the end of the annual general meeting held nearest in time to the second anniversary of his appointment. The Treasurer

shall be eligible to stand for re-appointment for a second term in that office. The Treasurer may serve for a further term or terms after a second term if the Governing Assembly considers that exceptional circumstances exist.

- 27.3 The Immediate Past President shall hold office until the end of the annual general meeting which is nearest in time to the second anniversary of his retirement as President and may not serve a further term in that role.
- 27.4 The President-elect shall hold office until such time as they take up the role of President and may not serve a successive term in that role.
- 27.5 General Appointees shall retire from office at the end of the annual general meeting which is nearest in time to the second anniversary of their appointment. Subject to the further recommendation of the Board of Directors a General Appointee who retires at an annual general meeting may, if willing to act, be reappointed. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof. A General Appointee may serve up to three successive terms if the Governing Assembly so agrees and may serve for a further term or terms after a third term if the Governing Assembly considers that exceptional circumstances exist.
- 27.6 Where an annual general meeting is held at or in conjunction with a World Congress, any term of office that is due to expire or commence at the end of the annual general meeting shall expire or commence (as the case may be) at the end of the Congress.
- 27.7 The Governing Assembly shall be guided by the Board of Directors on any exceptions to the normal terms of office.

28. Casual Officer and Officeholder Vacancies

- 28.1 If the office of Vice President or Treasurer falls vacant between annual general meetings, the President, in consultation with the Board of Directors, shall appoint a replacement from among the representatives of Governing Members to serve until the next annual general meeting.
- 28.2 The Board of Directors may appoint a person who is willing to act as a General Appointee either to fill a vacancy or as an additional General Appointee provided that the appointment does not cause the number of General Appointees to exceed the number fixed by these Articles. A General Appointee so appointed shall hold office only until the next annual general meeting.
- 28.3 If the appointment of the Immediate Past President is not confirmed by the Governing Assembly or if the position falls vacant between annual general meetings, the position shall remain vacant.

29. Executive Director

- 29.1 Subject to the provisions of the Act, and these Articles, the Board of Directors may appoint any person to be the Executive Director. Any such appointment,

agreement or arrangement may, subject to Article 20.8, be made upon such terms as the Board of Directors determine.

- 29.2 The Executive Director shall serve as the principal executive officer of the Association in accordance with the Bylaws and upon the terms prescribed by the Board of Directors.
- 29.3 The Executive Director shall:-
- 29.3.1 carry out the day to day work of the Association;
 - 29.3.2 keep the records of the Association;
 - 29.3.3 keep proper accounts;
 - 29.3.4 shall obtain the contributions; and
 - 29.3.5 expend the monies of the Association in accordance with the decisions of the Board of Directors.
- 29.4 The Executive Director shall, unless the Board of Directors resolves to the contrary, be an ex-officio member of all Association Entities.
- 29.5 If the office of Executive Director becomes vacant the President shall nominate a suitable person to carry out the duties of the Executive Director until the Board of Directors meets and a new appointment can be made.

GENERAL MEETINGS

30. General meetings

- 30.1 The Association shall each year hold a general meeting as its annual general meeting ('AGM') in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it. The AGM shall be held at such time and place (unless it is a virtual meeting) as the Board of Directors shall appoint. All general meetings other than AGMs shall be called General Meetings ('GM').
- 30.2 The Board of Directors may, whenever it thinks fit, convene a GM, and GMs shall also be convened on such requisition, or, in default, may be convened by such requisitionists as provided by the Act.
- 30.3 The Governing Members and Officers are the members for the purposes of the Act and the following Articles relating to general meetings shall be construed accordingly.

31. Notice of general meetings

- 31.1 An AGM or other general meeting must be called by giving at least 14 clear days' notice in Writing including by website in accordance with Article 39.2.4. The notice shall specify the place (unless it is a virtual meeting), the day and the hour of meeting and, in case of special business, the general nature of that business, and in the case of a special resolution the exact wording of the

resolution must be set out in the notice. The notice must also include a statement informing the Governing Members and Officers of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. The notice shall be given in the manner mentioned below or in such other manner, if any, as may be prescribed by the Association in general meeting. The notice shall be given to such persons as are entitled to receive such notices pursuant to the Act. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent of the members entitled to attend and vote at it.

- 31.2 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.

32. Proceedings at general meetings

- 32.1 The business to be transacted at an AGM shall include the consideration of the accounts, balance sheets, and the reports of the Board of Directors and auditors and the appointment of, and the fixing of the remuneration of, the auditors.

- 32.2 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum shall be that number which is equivalent to one third of the Governing Members present in person (by means of their Voting Representative) or by proxy. The Officers present shall also be counted for the purposes of determining if a quorum is present. No person may count more than once towards a quorum. If a virtual general meeting is held or members are given the option to access a general meeting electronically, a person shall also be considered present if they have electronically accessed the meeting, are able to hear the chairman of the meeting speak and have the ability to vote on any resolutions at the meeting. If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened on the requisition of Governing Members and/or Officers, shall be dissolved; in any other case it shall be adjourned to the same day in the next week, at the same time and place (or in the case of a virtual meeting, using the same electronic platform), or to such other day and at such other time and place (or using such electronic arrangements) as the Board of Directors may determine.

- 32.3 The President shall chair every general meeting of the Association. In his absence a Vice President shall chair the meeting. If at any meeting neither the President nor a Vice President is present within ten minutes after the time appointed for the holding of the meeting, or if there is no President or Vice President, or if neither the President nor a Vice President is willing to act, the members of the Board of Directors present shall elect one of their number to chair the meeting.

- 32.4 If at any meeting no member of the Board of Directors is willing to act as chairman or if no member of the Board of Directors is present within ten minutes after the time appointed for the holding of the meeting, the Governing Members present shall choose one of their number to chair the meeting.

- 32.5 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 (or in the case of a virtual meeting, make new electronic arrangements), 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. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 32.6 Unless a poll is duly demanded (or in the case of a virtual or hybrid meeting, held), a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 32.7 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 32.8 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 32.9 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 32.10 A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 32.11 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 32.12 Except in the case of a resolution to remove a Director or the auditors before the expiry of their term, Governing Members and Officers may pass a valid resolution without a meeting being held. But for the resolution to be valid:
- 32.12.1 it must be in Writing;

- 32.12.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent. of all those Governing Members and Officers (or their duly authorised Voting Representatives) entitled to receive notice of and to attend general meetings;
 - 32.12.3 in the case of an ordinary resolution it must be Signed by a majority of all those Governing Members and Officers (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
 - 32.12.4 it may consist of two or more documents in like form Signed by Governing Members and Officers; and
 - 32.12.5 the passing of the resolution must comply with any other requirements of the law from time to time.
- 32.13 A written resolution is passed when the required majority of eligible Governing Members and Officers have signified their agreement to it.

32A. Virtual and Hybrid General Meetings

- 32A.1 The Board of Directors may decide to hold a general meeting, including an AGM, either as a physical meeting, a virtual meeting (electronic only meeting) or a combination of a physical and virtual meeting (a hybrid meeting).
- 32A.2 Where electronic access to a general meeting is permitted:
 - 32A.2.1 the access must be via suitable electronic means agreed by the Board of Directors; and
 - 32A.2.2 Governing Members and Officers accessing the meeting electronically must be able to hear the chairman of the meeting speak and have the ability to vote on any resolutions at the meeting in order to form part of the quorum.
- 32A.3 Where a virtual general meeting is to be called the Association shall not be required to specify in the notice of the meeting the place of the meeting, but it must provide sufficient information to allow Governing Members and Officers to access the meeting.
- 32A.4 If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Board of Directors decides that it is impracticable or unreasonable to hold (i) the physical meeting at the declared place or (ii) the virtual or hybrid meeting on the electronic platform specified in the notice, and/or at the specified date and/or time, or the Board of Directors decides that it is more appropriate, it may change the place and/or electronic platform and/or postpone the date and/or time at which the meeting is to be held. If such decision is made, the Board of Directors

may then change the place and/or the electronic platform and/or postpone the date and/or time again if it decides that it is reasonable to do so.

- 32A.5 All resolutions put to a vote at a virtual or hybrid general meeting shall be voted on by a poll. Such poll votes may be cast by such means as the Board of Directors in its sole discretion deems appropriate for the purposes of the meeting.
- 32A.6 All other provisions set out in these Articles in respect of the calling and holding of general meetings, including but not limited to quorum, proxy voting, chairing of the meeting and the procedures to be followed, shall still apply save as amended by this Article 32A.
- 32A.7 If a Governing Member or Officer, due to technological failings, is unable to attend a general meeting electronically or is only able to attend part of the general meeting, this shall not invalidate the meeting. The chairman of the meeting shall however have the discretion to adjourn the virtual or hybrid meeting if such technological failings in their opinion substantially affect the holding of the meeting. All business conducted at the general meeting up to the time of adjournment shall be valid. If the meeting is so adjourned the Board of Directors shall determine the new date for the meeting to continue.
- 32A.8 The Board of Directors may make any arrangement and impose any requirement or restriction as is necessary to ensure the identification of those taking part in any virtual or hybrid general meeting and the security of any electronic voting or communications which is proportionate to those objectives. In this respect the Board of Directors is able to authorise any voting application, system or facility for virtual or hybrid meetings as it sees fit.
- 32A.9 The Board of Directors may take reasonable measures and may make such Bylaws as it deems necessary, relating to the holding of virtual and hybrid general meetings from time to time. Such Bylaws may include, but are not limited to, provisions relating to etiquette and communication in meetings and voting in meetings.

33. Votes of Governing Members and Officers

- 33.1 On a show of hands or on a poll every Governing Member (acting by means of their Voting Representative) and Officer shall have one vote.
- 33.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 33.3 Governing Members and Officers may vote by proxy. Governing Members and Officers may appoint a proxy who need not be a Member of the Association or, in the case of a Governing Member, their Voting Representative. The proxy may be appointed by the Governing Member or Officer to exercise all or any of the Governing Member's or Officer's rights to attend, speak vote and demand a poll at a meeting of the Association.

- 33.4 A person holding a proxy may vote on any resolution.
- 33.5 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in any usual or common form or in such other form as the Directors may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting or adjourned meeting (excluding any day that is not a working day).
- 33.6 A vote given or poll demanded by proxy or by the Voting Representative of a Governing Member shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Association at the Office or at such other place at which the instrument of proxy was duly deposited at least 48 hours before the commencement of the meeting or adjourned meeting (excluding any day that is not a working day).

GENERAL PROVISIONS

34. Bylaws

- 34.1 The Board of Directors may from time to time make such Bylaws as it may deem necessary or convenient for the proper conduct and management of the Association and for the purpose of prescribing classes and conditions of membership of either the Association or any group established to support the Association, and in particular but without prejudice to the generality of the above, it may by such rules or Bylaws regulate:
- 34.1.1 the admission and classification of membership of the Association, the rights and privileges of such members, the conditions of membership and the terms on which Members may resign or have their membership terminated;
 - 34.1.2 the conduct of Members in relation to one another and to the Association's employees;
 - 34.1.3 the election or appointment of Officers and Other Officeholders; and
 - 34.1.4 the procedure at general meetings and meetings of the Board of Directors and committees in so far as such procedure is not regulated by these Articles.
- 34.2 The Association in general meeting shall have power by special resolution to alter or repeal the rules or Bylaws and to make additions to them, and the Board of Directors shall adopt such means as it deems sufficient to bring to the notice of Members of the Association all such Bylaws which, so long as they shall be in force, shall be binding on all Members of the Association provided nevertheless

that no Bylaw shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

35. Committees

- 35.1 The Board of Directors may delegate any of its powers to committees consisting of such Directors or other persons as it thinks fit; any committee so formed shall conform to any regulations that may be imposed on it by the Board of Directors and in particular (but without limitation) no such committee shall have authority to incur expenditure save in accordance with a budget previously agreed with the Board of Directors.
- 35.2 The Board of Directors may appoint a chairman to any committee; if no such chairman is elected, or, if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
- 35.3 A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
- 35.4 All acts and proceedings of committees shall be reported to the Board of Directors fully and promptly.

36. Minutes

- 36.1 The Board of Directors shall cause minutes to be made in books kept for the purpose: -
- 36.1.1 of all appointments to the Board of Directors made by the Association; and
- 36.1.2 of all proceedings at meetings of the Association and of the Board of Directors, and of each committee, including the names of the persons present at each such meeting.

37. Banking

- 37.1 The Board of Directors shall appoint bankers to the Association on such terms and conditions as it may decide, with power from time to time to vary such appointment.

38. Accounts and Audit

- 38.1 The Association shall cause to be kept true accounts of the moneys received and expended for or on account of the Association, and of the assets and liabilities of the Association. The Treasurer shall cause to be prepared an Income and Expenditure Account for the year and a Balance Sheet showing the assets and liabilities of the Association on that date.

- 38.2 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the members of the Board of Directors or by ordinary resolution of the Association.
- 38.3 The Board of Directors must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.
- 38.4 Copies need not be sent to a person for whom the Association does not have a current address (as defined in the Act).
- 38.5 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
- 38.5.1 the deadline for filing the Association’s accounts and reports with Companies House, as prescribed by the Act; or
- 38.5.2 if earlier, the date on which the Association actually files the accounts and reports (or summary financial statements) with Companies House.
- 38.6 To the extent required by law, the Board of Directors must file the accounts and reports (or summary financial statements) with Companies House and with the Charity Commission within any deadlines specified by law or by the Charity Commission.
- 38.7 The Board of Directors must file with Companies House and the Charity Commission all annual returns and other documents that are required to be filed, within any deadlines specified by law or by the Charity Commission.

39. Notices

- 39.1 Any notice or other communication (each of which is in the Articles under “Notices” referred to as a notice) to be given to or by any person pursuant to the Articles shall be in Writing.
- 39.2 The Association may give any notice, accounts or other documents to a Member either personally or
- 39.2.1 by sending it by post in a prepaid envelope addressed to the Member at the Member’s registered address, or
- 39.2.2 where a document exchange address is for the time being notified by the Member for the purpose, by sending it through the document exchange in an envelope addressed to him or her at that address, or
- 39.2.3 if the Member has provided the Association with an e-mail address, by sending them by e-mail to that address. This is subject to the Member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement or

39.2.4 where a Member has informed the Association in Writing of his or her consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Association by means of a website, such information will be validly given if the Association sends that Member a notification informing him or her that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place (unless it is a virtual meeting), date and time of the meeting (and in the case of a virtual or hybrid meeting, information on the electronic arrangements). The notice must be available on the website throughout the notice period until the end of the meeting in question; or

39.2.5 by leaving it at the Member's registered address.

39.3 A Member may give notice to the Association either by delivering it to the Office or by sending it by post in a prepaid envelope, or through a document exchange, addressed to the Association at the Office.

39.4 A Member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

39.5 Proof that an envelope containing a notice was properly addressed and sent shall be conclusive evidence that the notice was given. Proof that a notice contained in an electronic communication 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 be deemed to be given at the expiration of 48 hours after the envelope containing it was sent or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

40. Indemnity

40.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Director or other officer or auditor may otherwise be entitled the Association shall indemnify every Director or other officer or auditor out of the assets of the Association against all costs and liabilities incurred by him or her which relate to anything done or omitted or alleged to have been done or omitted by him or her as a Director or other officer or auditor save that no Director may be entitled to be indemnified:

40.1.1 for any liability incurred by him or her to the Association or any associated company of the Association (as defined by the Act for these purposes);

40.1.2 for any fine imposed in criminal proceedings;

- 40.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
 - 40.1.4 for any liability which he or she has incurred in defending any criminal proceedings in which he or she is convicted and such conviction has become final;
 - 40.1.5 for any liability which he or she has incurred in defending any civil proceedings brought by the Association or an associated company in which a final judgment has been given against him or her; and
 - 40.1.6 for any liability which he or she has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.
- 40.2 To the extent permitted by law from time to time, the Association may provide funds to every Director or other officer to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him or her as a Director or officer, provided that he or she will be obliged to repay such amounts no later than:
- 40.2.1 if he or she is convicted in proceedings, the date when the conviction becomes final; or
 - 40.2.2 if judgment being given against him or her in proceedings, the date when the judgment becomes final; or
 - 40.2.3 if the court refuses to grant him or her relief on any application under the Act, the date when refusal becomes final.