

File Copy



**CERTIFICATE OF INCORPORATION
OF A
PRIVATE LIMITED COMPANY**

Company Number 10238122

The Registrar of Companies for England and Wales, hereby certifies that

ASSOCIATION OF PROBATE RESEARCHERS

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales

Given at Companies House, Cardiff, on 17th June 2016



N102381226

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**



Companies House

IN01(ef)

Application to register a company

Received for filing in Electronic Format on the: 17/06/2016



X59C26K9

Company Name **ASSOCIATION OF PROBATE RESEARCHERS**
in full:

I confirm that the above proposed company meets the conditions for exemption from the requirements to have a name ending with 'Limited' or permitted alternative

Company Type: **Private limited by guarantee**

Situation of Registered Office: **England and Wales**

Proposed Register Office Address: **71-75 SHELTON STREET
COVENT GARDEN
LONDON
UNITED KINGDOM
WC2H 9JQ**

I wish to adopt entirely bespoke articles

Proposed Officers

Company Secretary 1

Type: **Person**

Full forename(s): **NEIL**

Surname: **FRASER**

Former names:

Service Address: **2 LION BOATHOUSE EEL PIE ISLAND
TWICKENHAM
UNITED KINGDOM
TW1 3DY**

The subscribers confirm that the person named has consented to act as a secretary.

Company Director 1

Type: **Person**

Full forename(s): **NEIL**

Surname: **FRASER**

Former names:

Service Address: **2 LION BOATHOUSE EEL PIE ISLAND
TWICKENHAM
UNITED KINGDOM
TW1 3DY**

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/12/1975**

Nationality: **BRITISH**

Occupation: **GENEALOGIST**

The subscribers confirm that the person named has consented to act as a director.

Statement of Guarantee

I confirm that if the company is wound up while I am a member , or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for :

- payment of debts and liabilities of the company contracted before I cease to be a member;*
- payments of costs, charges and expenses of winding up, and;*
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.*

Name: NEIL FRASER

Address: 2 LION BOATHOUSE EEL PIE ISLAND
TWICKENHAM
UNITED KINGDOM
TW1 3DY

Amount Guaranteed: 1

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Authorisation

Authoriser Designation: **subscriber**

Authenticated: **Yes**

MEMORANDUM OF ASSOCIATION

OF

Association of Probate Researchers

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the Company and to take at least one share.

Name of each subscriber

Authentication by each subscriber

Neil Fraser

Date Thursday 16th June 2016

COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

Association of Probate Researchers

1. Name

Under the name "Association of Probate Researchers" ("APR") (hereinafter the Association), with registered office at 71 – 75 Shelton Street, Covent Garden, London WC2H 9JQ

The registered office of the Association shall be in England.

2. Objectives

The Association is dedicated to quality in the area of Probate and Estate Researchers and provides services for its members.

The Association shall also be established as a self-regulatory organization (hereinafter "SRO")

- (A) To promote the Association and the services of its members.
- (B) The advancement, education and ethical standards within Probate and Estate Researchers
- (C) To ensure that the services provided by members of the Association are delivered professionally, ethically and competently.
- (D) Offer a compensation fund to clients adversely affected by a member of the Association

3. Powers

The Association may perform the function of an industry organization and issue, verify and implement professional rules as well as rules of conduct

Its purpose is to require its members to respect a high standard of business ethics in the performance of their services and in compliance with all the applicable statutory provisions.

The Association may perform all activities which might be required to pursue the purposes of the Association. As part of its supervisory role, the Association may itself perform audits or arrange for such audits to be made by third parties. The

Association has the following powers which may be exercised only in promoting the objects:

- (A) To promote, commission or carry out research, pilot or demonstration projects or training schemes;
- (B) to provide advice;
- (C) to publish or distribute information;
- (D) to co-operate with other bodies;

4. Membership

4.1

- (A) Membership is open to companies whose main area of business is professional probate and estate researchers,
- (B) Member's main area of business should be based in the UK
- (C) Members need to meet the minimum level as set out in this or any other document, setting out minimum standards.
- (D) There are two membership categories Company/Corporate and Individual Membership.
- (E) The number of members with which the Association proposes to be registered is unlimited.
- (F) The annual membership contribution is determined by the board of the Association.
- (G) There is a joining fee for the Association as determined by the board.

- (H) The Association shall maintain a register of members
- (I) Membership shall terminate forthwith if the member concerned:
 - (i) Gives written notice of resignation to the association; or
 - (ii) Stops trading; or
 - (iii) Is six months in arrears in paying the relevant subscription (if any) (but in such a case the member may be reinstated on payment of the amount due); or
 - (iv) is removed from membership by resolution of the board on the ground that in their reasonable opinion the member's continued membership is harmful to the Association (but only after notifying the member in writing and considering the matter in the light of any written

representations which the member concerned puts forward within 14 clear days after receiving notice); or

(v) Caused any payment from the compensation fund as a result of the member's actions.

(J) Membership of the association is not transferable.

4.2 Admission

(A) Applications for admission to the Association or change of membership must be sent in writing to the Board

(B) The Board adopts principles governing the conditions for admission or change of membership, the admission procedure and the membership requirements. For that purpose, the board adopts procedural rules which must be approved.

(C) The Board takes final decision on admission, rejection or change of the membership application.

4.3 Resignation, Exclusion and other Penalties

(A) A member may leave the Association by sending a written declaration of resignation to the board.

(B) A member may at any time be excluded from the Association or fined for the following reasons:

(i) Because of a breach of material provisions of the Articles of Association, in particular if the membership requirements are no longer met

(ii) for reasons set forth in the regulations, professional rules, code of ethics as well as in the rules of conduct of the Association

(iii) in the event of failure to settle any payments which have fallen due and are not contested, after the time limit set

(C) The Board takes the decision on the sanction (exclusion, contractual penalty, and admonishment). Reasons must be given for any sanction

(D) Resigning or excluded members must pay the current annual contribution until the end of the calendar year in which they leave the Association

(E) Instead of exclusion the board may also simply impose a contractual penalty or issue an admonishment.

4.4 Objections to Decisions of the Board

The member who has been either excluded or penalized may submit a written objection against the decision to the board within 20 days, stating his reasons.

The procedure, the constitution of the Arbitration Tribunal and the arbitration procedure are stipulated in these Articles of Association

5. Benefits to Members and Board Members / Executive

5.1 The property and funds of the Association shall be used only for promoting the objects and do not belong to the members of the association but, subject to compliance with Article 5.4:

- (A)** Members (including board members) may be paid interest at a reasonable rate on money lent to the association; and
- (B)** Members (including board members) may be paid a reasonable rent or hiring fee for property let or hired to the association.

5.2 A Member shall not receive any payment of money or other material benefit (whether directly or indirectly) from the association except:

- (A)** as mentioned in Articles 5.1(A), 5.1(B) or 5.3 of these Articles;
- (B)** reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Association;
- (C)** an indemnity (insofar as permitted by Article 16) in respect of any liabilities properly incurred in running the association (including the costs of a successful defence to criminal proceedings);
- (D)** payment to any company in which a member has no more than a one per cent shareholding; and
- (E)** in exceptional cases (but only with the written consent of the board in advance and subject, where required by the Companies Act, to the approval or affirmation of the members) other payments or benefits.

5.3 Any Member or Connected Person (or any firm or company of which a Member or Connected Person is a owner or employee) may enter into a written contract with the association to supply services in return for a payment or other material benefit but only if:

- (A)** the services are actually required by the Association
- (B)** the nature and level of the remuneration is no more than is reasonable in relation to the value of the services and is set in accordance with the procedure in Article 5.4; and

5.4 Subject to Articles 5.2 and 5.5, any member who becomes a Conflicted in relation to any matter must;

- A** declare the nature and extent of his or her interest at or before discussion begins on the matter;

- (A) withdraw from the meeting for that item after providing any information required by the members;
- (B) not be counted in the quorum for that part of the meeting; and
- (C) be absent during the vote and have no vote on the matter.

5.5 When a member is a Conflicted member, the members present at a meeting who are not Conflicted members, if they form a quorum without counting the Conflicted member and are satisfied that it is in the best interest of the association to do so, may by resolution passed in the absence of the Conflicted member authorise the Conflicted member or a Connected Person, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted member or Connected Person:

- A to continue to participate in discussions leading to the making of a decision; or
- (A) to disclose information confidential to the association to a third party; or
- (B) to take any other action not otherwise authorised which does not involve the receipt by the Conflicted member or a Connected Person of any payment or material benefit from the association, or refrain from taking action designed to remove the conflict.

5.6 A Conflicted member who obtains (other than through his position as member) information that is confidential to a third party, shall not be in breach of his or her duties to the Association if he or she declares the conflict in accordance with Article 5.4 and then withholds such confidential information from the Association.

6. Limited liability

The liability of the members is limited.

7. Guarantee

Every member promises, if the Association is dissolved while he or it (in the case of a member which is a corporate body) remains a member or within 12 months afterwards, to contribute up to £1 towards the costs of dissolution and the liabilities incurred by the Association while the contributor was a member.

8. General Meetings

8.1 Members are entitled to attend general meetings. General meetings are called on at least 21 clear days' written notice to all members specifying the time and place of the meeting, the business to be discussed and, in the case of an AGM, specifying the meeting as such. Every notice of a general meeting shall be given in accordance with the Act; that is, in hard copy, electronic form or by means of a website.

8.2 No business shall be transacted at any general meeting unless a quorum of members is present. There is a quorum at a general meeting if the number of members personally present is at least $\frac{1}{4}$ of all members. If such a quorum is not

present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Trustees may determine.

8.3 The Chairperson or (if the Chairperson is unable or unwilling to do so) the Vice-Chair presides at a general meeting.

8.4 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 14 days or more, at least seven days' notice of the adjourned meeting shall be given, specifying the time and place of the meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

8.5 Except where otherwise provide by these Articles or the Act, every issue is decided by a majority of the votes cast.

8.6 In the event of a tied vote, the Chairman shall have the casting vote.

8.7 The Association must hold an AGM in every year which all members shall be entitled to attend.

8.8 At an AGM the members:

- A** Receive the accounts of the Association for the previous financial year;
- (A)** Receive the members' report on the Association's activities since the previous AGM;
- (B)** note the retirement of members;
- (C)** Appoint auditors for the Association if needed;
- (D)** discuss any issues of policy or deal with any other business put before them.

8.9 All appointments and elected positions, with the exception of the office of Chairperson, shall be for a term of office as set out in [Article 10.3](#), which may be renewed but only for one further term. However, the term of office of Chairperson is not renewable.

8.10 Any meeting which is not an AGM is a general meeting. A general meeting may be called at any time by the any board member and must be called within 21 days on a written request from 10% of the members of the association and the meeting must be held within 28 days after the notice convening the meeting.

8.11 A resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is demanded:

A by the Chairperson; or

(A) by at least two members having the right to vote at the meeting; or

(B) by a member representing not less than one-seventh of the total voting rights of all the members having the right to vote at the meeting; and

a demand by a person as proxy for a member shall be the same as a demand by a member.

8.12 A member is able to exercise the right to speak at a general meeting when that member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that member has on the business of the meeting.

8.13 A member is able to exercise the right to vote at a meeting when:

(A) that member is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

(B) that member's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other members attending the meeting.

8.14 The board member may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

8.15 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

8.16 Two or more members who are not in the same place as each other attend a general meeting if their circumstances are such that if they have rights to speak and vote at that meeting, they would be able to exercise them.

8.17 Unless a poll be so demanded, a declaration by the Chairperson that a resolution has on a show of hands 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 such resolution. The demand for a poll may, before the poll is taken, be withdrawn, but only with the consent of the Chairperson, and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands before the demand was made.

- 8.18** In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a casting vote, in addition to any other vote he may have.
- 8.19** A poll demanded 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 Chairperson of the meeting directs, being not more than 30 days after the poll is demanded, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8.20** No notice need be given of a poll not taken forthwith if the time and place to which it is 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.
- 8.21** A resolution in writing executed by or on behalf of 75% of the members who would have been entitled to vote upon it if it had been proposed at a general meeting at which they were present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.
- 8.22** Subject as aforesaid, on a show of hands every member present in person shall have one vote and on a poll every member present in person or by proxy shall have one vote. 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 Chairperson, whose decision shall be final and conclusive.
- 8.23** A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the Board of the authority of the person claiming the right to vote shall be deposited at the Office, or at such other place as is specified in accordance with these Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- 8.24** Any member of the Association entitled to attend and vote at a general meeting is entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of him.
- 8.25** An instrument appointing a proxy shall be in any common form or in any form as the Board may approve and the Board may if they think fit (but subject to the provisions

of the Act) send out with the notice of any meeting forms of instrument of proxy for use at the meeting.

- 8.26** The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 8.27** The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board may:
 - 8.28** be deposited at the Office or at such other place within the United Kingdom as is specified on the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 8.29** in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for taking the poll; or
 - 8.30** where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chairman or to the Secretary or to any of the Board Members; and
 - 8.31** an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
 - 8.32** A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
 - 8.33** The agenda of a general meeting shall be determined by the Board, except that:
 - A** any resolutions submitted by the members in accordance with the Act or the Byelaws shall also be included; and

(C) the agenda for the AGM shall include the matters set out in Article 9.7,

but, for the avoidance of doubt, any resolution submitted by a member or members which does not meet the requirements of company law shall be invalid and shall not be included in the agenda of the general meeting in question. Members attending general meetings shall follow any procedure for general meetings given in the Byelaws.

9. The Board

- 9.1** The board members have control of the Association and its property and funds and subject to the Articles, are responsible for the management of the affairs of the Association for which purpose they may exercise all the powers of the Association. The members may, by special resolution, direct the Board to take or refrain from taking any specified action. No such special resolution shall invalidate anything which the Board have done before the passing of the resolution. Apart from the additional Board members appointed by the board under Article 10.3 (A) the board members shall be members of the Association.
- 9.2** The first Board members shall be the subscribers to the Memorandum.
- 9.3 (A)** There shall be at least four Board members. In addition, the immediate past Chairperson shall automatically be a Board member for a further term or, where there is no Chairperson, then the immediate Vice-Chair shall be a board member for a further term and the board members (i) shall appoint one additional Board member (and in relation to this appointment only, the appointed Board member does not need to be a member) and (ii) may appoint Board members to fill vacancies in accordance with Article 10.3 (C) in each case without a ballot of the members being held under Article 10.3 (B).
- A** Any member who is willing to act as a Board member or willing to act as a Board member in the capacity of a particular office or in a particular post as described in the Byelaws and meeting the eligibility requirements of any particular post or office as set out in the Byelaws and who would not be disqualified from acting under the provisions of the Articles or by law, may be elected a Board member by being elected by a ballot of the members conducted in accordance with the Byelaws. The result of such ballot shall be announced at the next general meeting of the Association or announced earlier by the Board in such manner as they think fit.
- (D)** If there is a vacancy on the Board or if the number of Board members falls below the number envisaged by Article 10.3 (A), the vacancy or vacancies may be filled as soon as possible by the Board who may, in their discretion, fill that vacancy or those vacancies without any ballot of or election by the members. The Board may do this by appointing any of the original candidates who, at the time of the vacancy or vacancies, is or are willing to act and who would not be disqualified from acting under the provisions of the Articles or by law, or, if no such original candidate wishes to stand or is able to stand, by appointing any member that the Board believe is eligible and willing to stand.
- (E)** All Board members who have been elected or appointed in accordance with this Article 10.3 must retire from office at the close of business of the second AGM following their election or appointment but may be re-elected or re-appointed for one further term only. However, the office of Chairperson shall be for a non-renewable period expiring at the close of business at the second AGM following election.

- (F) References to terms of office in this Article 10.3 refer to a term commencing on the date of election or appointment and expiring on the time and date set out in Article 10.3 (D).

9.4 A Board member retiring at the AGM or otherwise shall be eligible for re-appointment.

9.5 A Board members term of office automatically terminates if he or she:

(A) ceases to be a Board member by virtue of any provision of the Act or he becomes prohibited by law from being a Board member; or

(B) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(C) is or may be suffering from mental disorder and either:

(1) he or she is admitted to hospital in pursuance of an application for admission under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or

(2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or the appointment of a receiver, curator bonis, or other person to exercise powers with respect to his or her property or affairs; or

(D) is absent from four consecutive meetings of the Board and the Board resolve that his or her office be vacated; or

(E) resigns by written notice to the Board; or

(F) is removed by resolution passed by a least two-thirds of the Board such resolution being passed at a meeting of the Board duly convened and held after the meeting has invited the views of the Board member concerned and the Chairperson of the meeting has declared that the meeting has considered the matter in light of such views; or

(G) ceases to be a member in the case of a Board member elected by the members.

9.6 A technical defect in the appointment of a Board member of which the Board are unaware at the time does not invalidate decisions taken at a meeting of the Board.

10. Proceedings of the Board

10.1 The Board must hold at least two meetings each year.

10.2 A quorum at a meeting of the Board is eight board members.

- 10.3 A meeting of the Board may be held in person or by suitable electronic means as agreed by the Board by which participants may communicate with all the other participants.
- 10.4 The Chairperson or (if there is no Chair) the Vice-Chair presides at each meeting.
- 10.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by a majority of the Board is a valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature).
- 10.6 Except for the Chairperson (or in his absence the Vice-Chair) of the meeting, who has a second or casting vote, every Board member has one vote on each issue.
- 10.7 A procedural defect of which the Board are unaware at the time does not invalidate decisions taken at a meeting.

11. Powers of the Board

11.1 The Board have the following powers in the administration of the Association:

- (A) to delegate any of their functions to committees consisting of one or more individuals appointed by them;
- (B) to make rules consistent with the Articles and the Act to constitute and to govern committees and their proceedings at their meetings and at meetings of committees;
- (C) to make rules consistent with the Articles and the Act to govern the administration of the Association;
- (D) to establish Special Interest Groups comprising both members and non-members;
- (E) to establish procedures to assist the resolution of disputes within the Association;
- (F) subject to the provisions of the Act, the Articles and to any directions given by special resolution, to manage the business of the Association;
- (G) to resolve pursuant to Article 4.24 of the Articles to effect indemnity insurance notwithstanding their interest in such a policy;
- (H) to make rules to constitute and govern non-autonomous branches; and
- (I) to exercise any other powers of the Association which are not reserved to a general meeting.

11.2 Without prejudice to the generality of this Article 12, the Board may from time to time make, repeal or alter such byelaws as they think fit for the election of Board members and election to particular posts or offices and to particular committees in respect of the affairs of the Association ("Byelaws"). The Byelaws shall be binding on all members of the Association. No Byelaw shall be inconsistent with the Companies Act

2006, the Articles or any rule of law. The Byelaws may regulate the following matters but are not restricted to them:

- (A) election by the Board of election officers to administer and co-ordinate any ballot of members;
- (B) the timetable for elections;
- (C) the eligibility requirements for those standing for election;
- (D) the nomination process for those standing for election;
- (E) the preparation of any electoral roll of the members entitled to vote;
- (F) the form of elections and voting for the election of Board members and representatives including specifying the method of voting for such elections (including, but not limited to, first past the post voting for either single or multiple elections);
- (G) the election to the following Association offices: Chairperson, Vice-Chair, General Secretary, Treasurer, and any other offices or posts that the Board consider necessary or desirable;
- (H) the appointment of any scrutineers and the administration of proxies and the counting of polls on resolutions;
- (I) the timing of any ballot and what documents can be sent to members with ballot papers, including the content of any supporting statements and related materials concerning those wishing to stand for election;
- (J) the design of any ballot paper or poll card to be used in any election or resolution;
- (K) when those elected shall take office (if the Articles are silent in this regard); and
- (L) subject to compliance with the Act, the conduct of general meetings and any procedural motions during such meetings.

12. Records and Accounts

12.1 The Board must comply with the requirements of the Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies and the Commission of:

- (A) annual reports;
- (B) annual returns; and
- (C) annual statements of account.

12.2 The Board must keep proper records of:

- (A) all proceedings at general meetings;
- (B) all proceedings at meetings of the Board;

- (C) all reports of committees; and
- (D) all professional advice obtained.

12.3 Accounting records relating to the Association must be made available for inspection by any Board member at any reasonable time during normal office hours and may be made available for inspection by members who are not Board members if the Board so decide.

12.4 A copy of the Associations latest available statement of account must be supplied on request to any Board member or member, or to any other person who makes a written request and pays the Associations reasonable costs, within two months.

12.5 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 Board or by ordinary resolution of the Association.

13. Exclusion of model articles

The model Articles for a company limited by guarantee are hereby expressly excluded.

14. Notices

14.1 In accordance with the Act notices under these Articles may be sent by hand, or by post or by suitable electronic means, website or (where applicable to members generally) may be published in any suitable journal or newspaper or any newsletter distributed by the Association

14.2 The only address at which a member is entitled to receive notices is the address shown in the register of members.

14.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:

- (A) twenty four hours after being sent by electronic means or delivered by hand to the relevant address;
- (B) two clear days after being sent by first class post to that address;
- (C) three clear days after being sent by second class or overseas post to that address;
- (D) on the date of publication of a newspaper containing the notice;
- (E) on being handed to the member personally; or, if earlier
- (F) as soon as the member acknowledges actual receipt.

14.4 A technical defect in the giving of notice of which the Board are unaware at the time does not invalidate decisions taken at a meeting.

15. Indemnity

Subject to the provisions of the Act, every Board member or other officer, employee or auditor of the Association, shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings whether civil or criminal in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.

16. Dissolution

If the Association is dissolved, following a special resolution being revised by 75% of the members, the assets (if any) remaining after provision has been made for all its liabilities must be applied to or for the benefit of the members and if more than one then in such shares or proportions and in such manner in all respects as the Board may, in their discretion, decide.

17. Interpretation

17.1 In these Articles the following wording shall have the following meanings:

- “the Act” means the Companies Act 2006 and every other statute concerning companies;
- “AGM” means an annual general meeting of the Association;
- “the Articles” means these Articles of Association;
- “Byelaws” means the byelaws referred to in Article 12;
- “Chairperson” means the Chairperson of the Board members;
- “the Association” means the Association governed by these Articles;
- “clear day” means 24 hours from midnight following the relevant event;

- “Conflicted Board Member” means a Board Member in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Board Member or a Connected Person stands to receive a benefit from the Association, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Association;

- “financial expert” means a individual, company or firm who is an authorised person within the meaning of the Financial Services and Markets Act 2000;
- “general meeting” means an extraordinary general meeting of the Association;
- “material benefit” means a benefit which may not be financial but has monetary value;
- “member” and “membership” refer to membership of the Association.
- “month” means calendar month;
- “the objects” means the objects of the Association as defined in Article 3 of these Articles;
- “the Office” means the registered office of the Association from time to time;
- “Secretary” means the Secretary of the Association;
- “Board Member” means a member elected to the Board of the Association and “The Board” is the collective term for all the Board members
- “written” or “in writing” refers to a legible document on paper including a fax message; and
- “year” means calendar year.

17.2 Unless expressly defined herein or unless the context otherwise requires, expressions defined in the Act or any statutory modification thereof in force at the date at which these regulations become binding on the Association, shall have the meanings so defined.

17.3 References to an Act of Parliament are to such act as amended or re-enacted from time to time and to any subordinate legislation made under it.

17.4 Save where the context otherwise requires references to the masculine gender shall include the feminine gender.

Date : 14th June 2016