



ASSOCIATION OF FUNDRAISING CONSULTANTS

("the Association")

Company Registration Number 2679636
The Companies Acts 1985 to 1989
Company limited by guarantee

Extract of minutes of the annual general meeting of the Association held at CHARTERED ACCOUNTANTS' HALL
on 21ST JUNE 2010

RESOLUTION FOR THE ADOPTION OF NEW ARTICLES OF ASSOCIATION

It is hereby resolved by way of Special Resolution that the existing Articles of Association are deleted in their entirety and that the new Articles of Association as initialled by the Chairman and presented to the meeting are adopted in place thereof



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THE COMPANIES ACTS 1985 to 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF
ASSOCIATION OF FUND RAISING CONSULTANTS

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ARTICLES OF ASSOCIATION OF ASSOCIATION OF FUND RAISING CONSULTANTS

1 INTERPRETATION

1 1 In these Articles and the Memorandum of Association the following words and expressions shall have the following meanings -

"the Association" means the Association of Fund Raising Consultants

"the Act" means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force

"the Articles" means the Articles of the Association

"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

"Code of Practice" means the Code of Practice for members laid down by the board of directors from time to time

"Director" means a director of the Association appointed in accordance with Article 7 7 or an alternate director appointed in accordance with Article 7 2

"Europe" means countries that are members of the European Union

"executed" includes any mode of execution

"Membership Committee" means a committee of Directors formed to consider applications for membership of the Association

"office" means the registered office of the Association

"organisation" means any individual, firm or incorporated or unincorporated organisation

"the seal" means the common seal of the Association

"the United Kingdom" means Great Britain and Northern Ireland

1 2 Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations become binding on the Association

1 3 In these Articles the masculine shall be deemed to include the feminine and vice versa

1 4 Headings are used for convenience only and shall not affect the construction of these Articles

2 MEMBERSHIP

- 2 1 The subscribers to the Memorandum of Association of the Association and such other organisation as are admitted to membership in accordance with the Articles shall be members of the Association. Every organisation who wishes to become a member shall deliver to the Association an application for membership in such form as the Board require executed by it.
- 2 2 The Membership Committee may in its absolute discretion decline to accept any organisation for either full membership or affiliate membership and need not give reasons for so doing. The Membership Committee shall in its sole discretion determine as to whether an applicant qualifies for full membership or affiliate membership. The Membership Committee may from time to time prescribe criteria for membership or affiliation but shall not by so doing become obliged to accept organisations fulfilling those criteria as either full members or affiliate members.
- 2 3 Membership of the Association shall be open to organisations principally or exclusively concerned with the provision of fund raising consultancy services to not-for-profit-organisations anywhere in Europe.
- 2 4 Membership shall be divided into two categories -

a) Full membership

Full membership shall be open to organisations approved by the Membership Committee who -

- (i) Are able to demonstrate a successful service to a range of clients
- (ii) Have been in business continuously within Europe for at least two years
- (iii) Have a chief executive who has had at least 5 years continuous successful experience in the field of fundraising consultancy
- (iv) Maintain a permanent office within Europe for the conduct of business
- (v) Agree to abide by the Code of Practice drawn up from time to time by the Association

b) Affiliate membership

Affiliate membership of the Association shall be open to organisations from anywhere within Europe that do not fulfil the requirements of membership. Affiliate membership shall be available for organisations approved by the Membership Committee which -

- (i) Are able to demonstrate a sound professional standing, not necessarily in the area of fundraising consultancy
- (ii) Maintain a permanent office within Europe for the conduct of business
- (iii) Agree to abide by the Code of Practice

3 TERM AND TERMINATION OF MEMBERSHIP

- 3 1 Membership shall be for a period of one year. The membership year shall run from 1st January to 31st December in each year.
- 3 2 Membership shall not be transferrable.

3.3 A member shall cease to be a member -

- a) on the expiry of at least seven clear days' notice given by him to the Association of his intention to withdraw,
- b) if any subscription or other sum payable by the member to the Association is not paid on the due date and remains unpaid seven days after notice served on the member by the Association informing him that he will be removed from membership if it is not paid. The Directors may re-admit to membership any person removed from membership on this ground on his paying such sum in respect of the sum due as the Association may determine,
- c) if he becomes bankrupt or makes any arrangement or composition with his creditors generally or it goes into liquidation otherwise than for the purpose of a bona fide reconstruction without insolvency or has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets or a petition is presented or an order made or a resolution passed for its winding up,
- d) if, at a meeting of the Board at which not less than half of the Directors are present, a resolution is passed resolving that the member be expelled. Such a resolution shall not be passed unless the member has been given not less than fourteen clear days' notice of the fact that the resolution is to be proposed, specifying the misconduct or circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Board. If such a resolution as is referred to in this paragraph is passed, then the member shall forthwith cease to be a member but without prejudice to the liability of the member to pay to the Association any subscription or other sum owed by him, or,
- e) if notice is given by the Membership Committee of the Board that in its sole opinion a member is in material breach of the Code of Practice or ceases to fulfil the criteria for full membership or affiliate membership set out in Article 2.4. All members agree to abide by the Membership Committee's ruling on this issue.

4 SUBSCRIPTIONS

The Directors shall levy an annual subscription on all members of the Association at such rates as the members shall determine in general meeting from time to time"

5 GENERAL MEETINGS

5.1 Convening General Meetings

- a) All general meetings other than annual general meetings shall be called extraordinary general meetings
- b) The Directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any member of the Association may call a general meeting
- c) A Director shall be entitled to attend and speak at any general meeting

5.2 Notice of General Meetings

- a) An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a Director shall be called by at least *twenty-one clear days' notice*
- b) All other extraordinary general meetings shall be called by at least *fourteen clear days' notice* but a general meeting may be called by *shorter notice* if it is so agreed -

- (i) in the case of an annual general meeting, by all the members entitled to attend and vote thereat, and
 - (ii) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five percent of the total voting rights at the meeting of all the members
- c) The notice shall be in writing and specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such
 - d) The notice shall be given to all the members and any patron and to the Directors and auditors
 - e) The Association may give any notice to a member either personally or by e-mail or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association
 - f) 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 purpose for which it was called
 - g) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given at the expiration of 48 hours after the envelope containing it was posted

5.3 Quorum for General Meetings

- a) No business shall be transacted at any meeting unless a quorum is present when the meeting proceeds to business. Two persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, or ten percent of the total membership, whichever is the greater, shall be a quorum
- b) If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Directors may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum

5.4 Chairman of General Meetings

- a) The chairman, if any, of the board of Directors or in his absence some other Director nominated by the Directors shall preside as chairman of the meeting, but if neither the chairman nor such other Director (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to be chairman and, if there is only one Director present and willing to act, he shall be chairman
- b) If no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman

5 5 Adjournment of General Meetings

- a) The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place
- b) When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice

5 6 Entitlement to Vote at General Meetings

- a) On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote
- b) 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
- c) No member may vote on any matter in which he is personally interested, pecuniarily or otherwise, or debate on such a matter without in either case the permission of the majority of the members present in person or by proxy at the meeting such permission to be given or withheld without discussion
- d) No member shall be entitled to vote at any general meeting unless all monies due to be paid by him to the Association have been paid

5 7 Voting Procedure at General Meetings

- a) A resolution put to the vote of a 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 duly demanded. Subject to the provision of the Act, a poll may be demanded -
 - (i) by the chairman, or
 - (ii) by at least two members having the right to vote at the meeting, or
 - (iii) by a member or members representing not less than one-tenth 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 the member

- b) Unless a poll is duly demanded 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
- c) 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
- d) 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
- e) 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.

- f) 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.
- g) The proceedings at any meeting or on the taking of any poll shall not be invalidated by reason of any accidental informality or irregularity in the convening thereof or otherwise or any want of qualification in any of the persons present or voting thereat.

5.8 Proxies at General Meetings

- a) 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 Directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the 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.
- b) 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.
- c) An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

"[Member's Name] of [Member's Address]
being a member/members of the Association of Fundraising Consultants, hereby appoint
* [Proxy's Name] of [Proxy's Address]
or * the duly appointed Chairman of the meeting
(*Delete as applicable)
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary
general meeting of the Company to be held on [date of meeting], and at any adjournment
thereof
Signed [date]"

- d) Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve) -

"[Member's Name] of [Member's Address]
being a member/members of the Association of Fundraising Consultants, hereby appoint
* [Proxy's Name] of [Proxy's Address]
or * the duly appointed Chairman of the meeting
[] of [] (*Delete as applicable)
as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary
general meeting of the Company to be held on [date of meeting,] and at any adjournment
thereof

This form is to be used in respect of the resolutions mentioned below as follows

Resolution No 1 *for *against

Resolution No 2 *for *against

*Strike out whichever is not desired

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting
Signed [date] "

- e) 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 Directors may -
- (i) be deposited at the office or at such other place within the United Kingdom as is specified in 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
 - (ii) 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 the taking of the poll, or
 - (iii) 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 Director,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

- f) A vote given or poll demanded by proxy or by the duly authorised representative of a corporation 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 by the Association 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

6 WRITTEN RESOLUTIONS

A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was 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

7 DIRECTORS

7.1 Number of Directors

Unless otherwise determined by ordinary resolution the maximum number of Directors (other than alternate Directors) shall be 10 and the minimum shall be 3

7.2 Alternate Directors

- a) Any Director (other than an alternate Director) may appoint any other Director, or any other person approved by resolution of the Directors and willing to act, to be an alternate Director and may remove from office an alternate Director so appointed by him
- b) An alternate Director shall be entitled to receive notice of all meetings of Directors and of all meetings of committees of Directors of which his appointor is a member, to attend and vote at any such meeting at which the Director appointing him is not personally present, and generally to perform all the functions of his appointor as a Director in his absence but shall not be entitled to receive any remuneration from the Association for his services as an alternate Director. But it shall not be necessary to give notice of such a meeting to an alternate Director who is absent from the United Kingdom

- c) An alternate Director shall cease to be an alternate Director if his appointor ceases to be a Director, but, if a Director retires by rotation or otherwise but is reappointed or deemed to have been reappointed at the meeting at which he retires, any appointment of an alternate Director made by him which was in force immediately prior to his retirement shall continue after his reappointment
- d) Any appointment or removal of an alternate Director shall be by notice to the Association signed by the Director making or revoking the appointment or in any other manner approved by the Directors
- e) Save as otherwise provided in the Articles, an alternate Director shall be deemed for all purposes to be a Director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the Director appointing him

7.3 Meetings of Directors

- a) Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. Two Directors may, and the Secretary at the request of two Directors shall, call a meeting of the Directors. Notice of every meeting of the Board stating the general particulars of all business to be considered at such meeting shall be made in person or by telephone or sent by post or by e-mail to each Director at least seven clear days (excluding Saturdays, Sundays and Bank Holidays) before such meeting unless urgent circumstances require shorter notice but the proceedings of any meeting shall not be invalidated by any irregularity in respect of such notice or by reason of any business being considered which is not comprised in such general particulars. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom. 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. A Director who is also an alternate Director shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.
- b) The quorum for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed at any other number shall be two. A person who holds office only as an alternate Director shall, if his appointor is not present, be counted in the quorum.
- c) The continuing Directors or a sole continuing Director may act notwithstanding any vacancies in their number but if and so long as the number of Directors is less than the number fixed as a quorum the Directors may act for the purpose of increasing the number of Directors to that number or of summoning a general meeting of the Association but for no other purpose.
- d) The Directors may appoint one of their number to be the chairman of the board of Directors and may at any time remove him from that office. Unless he is unwilling to do so, the Director so appointed shall preside at every meeting of Directors at which he is present. But if there is no Director holding that office, or if the Director holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Directors present may appoint one of their number to be chairman of the meeting.
- e) All acts done by a meeting of Directors, or of a committee 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.
- f) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors, but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.

7 4 Minutes of Directors' Proceedings

The Directors shall cause minutes to be made in books kept for the purpose -

- a) of all appointments of officers made by the Directors, and
- b) of all proceedings at meetings of the Association and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting,

and any such minute, if purported to be signed by the chairman of the meeting at which the proceedings were had, or by the chairman of the next succeeding meeting, shall, as against any member or Director of the Association, be sufficient evidence of the proceedings

7 5 Powers of Directors

- a) Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Directors who may exercise all the powers of the Association No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the 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 Directors by these Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors
- b) The 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

7 6 Delegation of Directors' Powers

- a) The Directors may delegate any of their powers or the implementation of any of their resolutions to any committee
- b) The resolution making that delegation shall specify those who shall serve or be asked to serve on such committee (though the resolution may allow the committee to make co-options up to a specified number)
- c) The composition of any such committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify
- d) The deliberations of any such committee shall be reported regularly to the Directors and any resolution passed or decision taken by any such committee shall be reported forthwith to the Directors and for that purpose every committee shall appoint a secretary
- e) All delegations under this article shall be revocable at any time
- f) The Directors may make such regulations and impose such terms and conditions and give such mandates to any such committee or committees as it may from time to time think fit
- g) For the avoidance of doubt the Directors may delegate all financial matters to any committee and may empower such committee to resolve upon the operation of any bank account according to such mandate as it shall think fit whether or not requiring a signature of any Director provided always that no committee shall incur expenditure on behalf of the Association except in accordance with a budget which has been approved by the Directors
- h) The meetings and proceedings of any committee shall be governed by the provisions of these Articles regulating the meetings and proceedings of the board of Directors so far as the same are applicable and are not superseded by any regulations made by the board of Directors

- i) Subject to any regulations or conditions the board of Directors may impose, the proceedings of a committee with two or more members shall be governed by the Articles regulating the proceedings of Directors so far as they are capable of applying

7.7 Appointment and Retirement of Directors

- a) At the first annual general meeting all the Directors shall retire from office, and at every subsequent annual general meeting one-third of the Directors who are subject to retirement by rotation or, if their number is not three or a multiple of three, the number nearest to one-third shall retire from office but, if there is only one Director who is subject to retirement by rotation, he shall retire
- b) Subject to the provisions of the Act, the Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment, but as between persons who became or were last reappointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot
- c) No person shall be appointed a Director at any general meeting unless -
 - (i) he is recommended by the Directors, or
 - (ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment stating the particulars which would, if he were so appointed, be required to be included in the Association's register of Directors together with notice executed by that person of his willingness to be appointed
- d) Not less than seven nor more than twenty-eight clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the Directors for appointment as a Director at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment as a Director. The notice shall give the particulars of that person which would, if he were so appointed, be required to be included in the Association's register of Directors
- e) Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director and may also determine the rotation in which any additional Directors are to retire
- f) The Directors may appoint a person who is willing to act to be a Director, either to fill a vacancy or as an additional Director, provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. A Director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof
- g) A Director who retires by rotation at an annual general meeting may be reappointed for a further term of three years, after which he or she may not be reappointed as a Director for a period of at least one year
- h) Only members, or employees, partners or proprietors of members of the Association shall be eligible to serve as Directors
- i) Only one individual employed by each member may serve on the board of Directors at any time

7 8 Disqualification and Removal of Directors

The office of a Director shall be vacated if -

- a) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director, or
- b) he becomes bankrupt or makes any arrangement or composition with his creditors generally, or
- c) he is, or may be, suffering from mental disorder and either -
 - (i) he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983, or in Scotland, an application for admission under the Mental Health (Scotland) Act 1960, or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs, or
- d) he resigns his office by notice to the Association
- e) he ceases to be employed by, or be a partner in or proprietor of, a member

7 9 Directors' expenses

The Directors may be paid all reasonable travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of Directors or committees of Directors or general meetings or separate meetings of the holders of debentures of the Association or otherwise in connection with the discharge of their duties

8 HONORARY OFFICERS

8 1 Secretary

Subject to the provisions of the Act, one of the Directors shall be appointed by the Directors to serve as the secretary, and any secretary so appointed may be removed by them. The secretary shall be responsible for keeping notes of all board of Directors and general meetings of members and maintaining minutes of all such meetings

8 2 Treasurer

One of the Directors shall be appointed by the Directors to serve as treasurer who shall be responsible for ensuring the proper financial management of the Association

9 REGULATIONS OF THE ASSOCIATION

The board of Directors shall have power from time to time to make repeal or alter regulations as to the management of the Association and the affairs thereof as to the duties of any officers or servants of the Association and as to the conduct of business by the board of Directors or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with the Memorandum of Association or these Articles

10 THE SEAL

The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by two Directors or one Director and the secretary

11 INSPECTION OF ACCOUNTS AND STATUTORY BOOKS

The Association may in general meeting impose reasonable restrictions as to the time at which and the manner in which the statutory books and accounting records of the Association may be inspected by the members but subject thereto the statutory books and accounting records shall be open to inspection by the members during usual business hours

12 INDEMNITY

Subject to the provisions of the Act but without prejudice to any indemnity to which a Director may otherwise be entitled, every Director or other officer 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, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto