COMPANY LIMITED BY GUARANTEE AND NOT HAVING
CAPITAL

ARTICLES OF ASSOCIATION

OF

BRITISH ASSOCIATION FOR ADOPTION AND FOSTERING
(by Special Resolution passed on 3rd December 2014)

GENERAL

1

1.1 In these Articles the words standing in the first column of the
following Table shall bear the meanings set opposite to them respectively in
the second column if not inconsistent with the subject or context -

<table>
<thead>
<tr>
<th>WORDS</th>
<th>CONTEXT</th>
</tr>
</thead>
<tbody>
<tr>
<td>the Act</td>
<td>the Companies Act 1985</td>
</tr>
<tr>
<td>Additional Directors</td>
<td>the Directors appointed pursuant to Article 38</td>
</tr>
<tr>
<td>the Association</td>
<td>the above named company</td>
</tr>
<tr>
<td>Association of Directors of Children's Services</td>
<td>the umbrella body which represents Directors of Children’s Services in England or any successor body</td>
</tr>
<tr>
<td>Association of Directors of Social Services</td>
<td>the umbrella body which represents Directors of Social Services in Northern Ireland and Wales or any successor body</td>
</tr>
<tr>
<td>Association of Directors of Social Work</td>
<td>the umbrella body which represents Directors of Social Work in Scotland or any successor body</td>
</tr>
<tr>
<td>the Board</td>
<td>the Board of Directors of the Association and including (where appropriate) a Committee and the Directors acting by written resolution</td>
</tr>
<tr>
<td>Board Meeting</td>
<td>a meeting of the Board or (where appropriate) of a Committee of the Board</td>
</tr>
<tr>
<td>Chair</td>
<td>subject to context, the Chair of the Board or the person who is chairing a Board Meeting or General Meeting at the time</td>
</tr>
<tr>
<td>Charitable</td>
<td>Throughout these Articles of Association, “charitable” means charitable in accordance with the law of England and Wales provided that it will not include any purpose</td>
</tr>
</tbody>
</table>

Ratified at AGM held on 3 12 14
which is not charitable in accordance with any statutory provision regarding the meaning of the word "charitable" or "charitable purposes" in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing the constitution of the charity is the law of England and Wales.

Committee
a Committee appointed under Article 47

Director
a director of whatever category including an Honorary Officer who is for the time being a director of the Association

External Directors
the Directors appointed pursuant to Article 36

Group Directors
the Directors appointed pursuant to Article 37

Honorary Officer
means an officer of the Association appointed pursuant to Article 7

in writing
written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form

the Memorandum
the Memorandum of Association of the Association

Month
calendar month

Observers
those person (other than Directors) present under Article 46 at a Board Meeting

the Office
the registered office of the Association

Secretary
the company secretary of the Association including a joint, assistant or deputy secretary appointed pursuant to Article 52

Special Interest Group
a Committee appointed by the Board as a special interest group pursuant to Article 47

The United Kingdom
Great Britain and Northern Ireland

Vice-Chair
the Vice-Chair appointed by the Board pursuant to Article 45

1.2. In these Articles

1.2.1 terms defined in the Act are to have the same meaning,

1.2.2 references to the singular include the plural and vice versa,
1 references to “organisations” or “persons” include corporate bodies, public bodies, unincorporated associations and partnerships,

2 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments and references to legislation (where appropriate) include all regulations, determinations and directions made or given under it,

3 the headings are not to affect their interpretation, and

4 terms defined in the Memorandum have the same meaning and vice versa

1.3 None of the Tables A to F in the Companies (Tables A to F) Regulations 1985 apply to the Association

2 The number of members with which the Association proposes to be registered is seven, but the Association may from time to time register and increase of members.

3 Every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member

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

**MEMBERSHIP**

5 The following shall be eligible for membership of the Association namely -

5.1 **Members**

5.1.1 any statutory authority, voluntary organisation or association being a corporate body concerned with the furtherance of the objects of the Association and approved by the Board, and

5.1.2 Honorary Officers of the Association,

Each corporate body which is a member shall appoint a representative to vote on its behalf at meetings of the Association and in the election of Honorary Officers;

5.2 **Associate Members**

5.2.1 any Government Department,

5.2.2 any Local Authority Association, and

5.2.3 any organisation not eligible for membership pursuant to paragraph 5.1.1 which may be approved by the Board and which shall be concerned to further the objects of the Association,
5.3 Individual members

5.3.1 any individual approved by the Board who is concerned to further the objects of the Association

Associate and Individual Members shall not be members of the Association for the purposes of the Act and Clause 6 of the Memorandum shall not apply to them, nor shall particulars in relation to them be entered in the register of members.

SUBSCRIPTIONS

6 Subscriptions for the various categories of membership shall be decided from time to time by the Board provided that any member shall be entitled to resign within 28 days after receiving notice of any subscription so decided by the Board and shall in those circumstances not be liable to pay such subscription.

HONORARY OFFICERS

7

7.1 The Honorary Officers of the Association shall consist of a Chair and a Treasurer.

7.2 The Honorary Officers shall, subject to the provisions of Article 41, hold office until the conclusion of business at the third Annual General Meeting of the Association following that at which they were elected but shall be eligible for re-election provided that no Honorary Officer shall serve more than two consecutive three year terms of office with the exception of the Chair who may serve up to three consecutive three year terms.

7.3 The Honorary Officers shall be members of the Board.

7.4 The Board may from time to time fill any casual vacancy amongst the Honorary Officers. The person so appointed shall hold office until the conclusion of business at the Annual General Meeting of the Association next following the date of his/her appointment and shall be eligible to stand for election at that meeting.

7.5 Any person other than an Honorary Officer retiring at an Annual General Meeting of the Association shall not be eligible for election as an Honorary Officer unless s/he shall be nominated in accordance with Article 8. Every member entitled to attend and vote at an Annual General Meeting of the Association shall be entitled to nominate and vote in the election of an Honorary Officer.

7.6 The election of an Honorary Officer shall be conducted in the manner prescribed in Article 8.
PROVISIONS RELATING TO ELECTION OF HONORARY OFFICERS

8

8.1 Any person entitled to nominate an Honorary Officer may do so by delivering to the Secretary at least 35 days before the Annual General Meeting of the Association immediately following which the election of the successful candidate will be effective ("Relevant Annual General Meeting") notice in writing of his/her intention to propose such person for election, specifying the post to which it is proposed that person is elected, and also a notice in writing signed by the person to be proposed of his/her willingness to be elected.

8.2 If the candidates validly nominated are not more in number than the vacancies for the relevant positions, the persons so nominated shall at the Relevant Annual General Meeting be declared to be fully elected.

8.3 If the number of candidates is in excess of the number to be elected, then the Secretary shall not later than 28 days before the date upon which the Relevant Annual General Meeting is to be held send to all members entitled to vote in respect of the vacancy for the relevant position or positions a ballot paper to be returned to the Secretary not later than 48 hours before the date set for the Relevant Annual General Meeting.

8.4 No ballot paper shall be valid if it has not been signed by the member voting and entitled to vote.

8.5 Candidates shall be elected by a simple majority of those voting.

8.6 The Secretary shall count the votes and certify the result in writing to the Chair of the Relevant Annual General Meeting. The Chair shall announce the result to the meeting and if by reason of an equality of votes more than one candidate is qualified for the last place or places in the election he shall announce this fact and the successful candidate or candidates from amongst those tied shall be determined by lot.

8.7 Provided that the Chair and the members present are satisfied that the postal ballot has been carried out in accordance with these Articles, the Chair shall announce the names of the persons successful in the ballot and declare them to be duly elected. If the Chair and members are not so satisfied then the postal ballot in respect of the election in question shall be repeated and the previous provisions of this Article shall apply mutatis mutandis save that the result shall be announced in a written notice to members from the Chair of the Relevant Annual General Meeting whose decision as to the validity thereof shall be final.

8.8 Any person elected shall be treated as elected at the Relevant Annual General Meeting.

Ratified at AGM held on 3 12 14
PRESIDENTS

9

9.1 The Board may from time to time appoint any person or persons to the office of President or Vice-President of the Association and any such person shall hold office until such time as s/he shall retire or be removed from office by the Board.

9.2 A President or Vice-President shall not be an officer or Director of the Association for any of the purposes of the Act and shall not by reason of his/her office be entitled to vote at any meetings of the Association or of the Board but shall be entitled to receive notice of and attend all such meetings.

GENERAL MEETINGS

10 The Association shall hold a General Meeting to consider the passing of any special resolutions.

11 All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

12 The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided for by the Act.

13 Twenty-one days notice in writing at least of every Annual General Meeting, twenty-one days’ notice at least of every meeting convened to pass a Special Resolution, and fourteen days’ notice at least of every other General Meeting (exclusive in every case both of the day on which it is served and the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association, but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act, a meeting may be convened by such notice as those members may think fit.

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

PROCEEDINGS AT GENERAL MEETINGS

15 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall
also be deemed special, with the exception of the election of Honorary Officers, the consideration of the income and expenditure accounts and balance sheets, the report of the Board and auditors, and the appointment of and the fixing of the remuneration of the Auditors

16 No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as hereinafter provided a quorum shall be constituted by the presence in person or by proxy of six members.

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

18 The Chair or, failing him/her, the Vice-Chair, shall preside as Chair at every General Meeting, but if both have intimated that they will not be present at any meeting, or if neither of them shall be present within fifteen minutes after the time appointed for holding the same, or if both shall be unwilling to preside, the members present shall choose some other of their number to preside.

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

20 At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chair of the meeting or by at least five members present in person or by proxy, or by a member or members present in person or by proxy and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair of the meeting 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 minute book of the Association, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

21 Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the
Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

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

23 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.

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

VOTES OF MEMBERS

25 Subject as hereinafter provided each of the members mentioned in Article 51 shall have one vote. Associate members shall have no right to vote at General Meetings but shall each be entitled to send one observer to all General Meetings of the Association. Individual Members shall be entitled to attend but shall have no right to vote at General Meetings.

26 Save as herein expressly provided, no members other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his/her/its membership shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any general meeting.

27 Votes may be given on a poll either personally or by proxy. On a show of hands a proxy shall have a vote as well as a member personally present. A proxy need not be a member. A corporation may vote by its duly authorised representative appointed as provided for by Article 51.

28 The instrument appointing a proxy shall be in writing and in the case of a corporation under its seal or under the hand of an officer duly authorised. It must be deposited at the Office not less than forty-eight hours before the meeting or adjourned meeting at which it is to be used, or in the case of a poll not less than twenty-four hours before the time appointed for taking the poll. A proxy shall be entitled to attend, speak and vote at the meeting only for the purpose for which he is appointed. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

29 A vote given in accordance with the terms of the appointment of a proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
30 The instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit -

"BRITISH ASSOCIATION FOR ADOPTION AND FOSTERING"

"We/1,

of

hereby appoint the Chair of the meeting or *

of

to vote for me and on my behalf at the (Annual or Extraordinary or Adjourned, as the case may be) General Meeting of the Association to be held on the day of 20 and at every adjournment thereof

*If it is desired to appoint a proxy please delete the Chair of the meeting and insert the full name of the proxy

As witness my hand this day of 20 "

31 The appointment of a proxy shall be deemed to confer authority to demand or join in demanding a poll

BOARD COMPOSITION and TRANSITIONAL ARRANGEMENTS

32 All Directors, with the exception of the Chair, may serve up to two consecutive three year terms. Upon adoption of the Articles at the Annual General Meeting held in the year 2014, all Directors who have served more than three years at the date of the aforementioned AGM shall commence their second three year tenure with effect from the date of that meeting

33 Appointment dates shall remain unchanged for all Directors who have not yet served three years at the date of that meeting,

COMPOSITION OF THE BOARD

34 Unless otherwise determined by the Association in General Meeting the number of members of the Board will not be less than ten nor more than twenty

35 The Board will comprise the following -

• The Honorary Officers of the Association,

• Up to ten External Directors appointed in accordance with Article 36,
- Up to six Group Directors appointed in accordance with Article 37, and
- Up to two Additional Directors appointed in accordance with Article 38

EXTERNAL DIRECTORS

36

36.1 The External Directors will comprise the following:-

- One person appointed by the Association of Directors of Children’s Services England being a chief officer (or its equivalent) for the statutory service charged with responsibility for public child care,

- One person appointed by the Association of Directors of Social Services Northern Ireland being a chief officer (or its equivalent) for the statutory service charged with responsibility for public child care,

- One person appointed by the Association of Directors of Social Services Wales being a chief officer (or its equivalent) for the statutory service charged with responsibility for public child care,

- One person appointed by the Association of Directors of Social Work (Scotland) being a chief officer (or its equivalent) for the statutory service charged with responsibility for public child care,

- One person being a serving chief officer of a voluntary adoption agency appointed in such manner as the Directors may from time to time determine

- One person being a serving chief officer of an Independent Fostering Agency appointed in such manner as the directors may from time to time determine

- Up to two people appointed with a personal or professional experience of adoption

- Up to two people appointed with a personal or professional experience of the care system

36.2 An External Director is to hold office until

36 2 1 s/he is removed from office by the body which appointed in the same way as it appointed him/her, or

36 2 2 s/he ceases to be a Director by virtue of any of the provisions of Article 41,
or

36.3 Each appointing body listed in Article 36.1 may appoint an External Director in substitution for an External Director who ceases to hold office under Article 36.2

36.4 The appointment or removal of an External Director is to be effected pursuant to the internal rules of the appropriate appointing body and is to take effect on the earliest of the delivery of written notice addressed to the Secretary to the Office, a Board Meeting; or the Secretary in person

GROUP DIRECTORS

37

37.1 The Board shall appoint up to six Group Directors, one from amongst each of the six Advisory Groups (Legal Group Advisory Committee, Legal Group Advisory Committee Scotland, UK Social Work Practice Advisory Group, Health Group, Research Group Advisory Committee, Black and Minority Ethnic Perspectives Advisory Group)

37.2 A Group Director is to hold office until

37.2.1 s/he is removed from office by a resolution of the Board, or

37.2.2 s/he ceases to be a Director by virtue of any of the provisions of Article 41

37.3 The Board may appoint a Group Director in substitution for a Group Director who ceases to hold office under Article 37.2

ADDITIONAL DIRECTORS

38

38.1 The Board may in its absolute discretion and by resolution appoint up to two persons to serve as Additional Directors

38.2 An Additional Director is to hold office until

38.2.1 s/he is removed from office by a resolution of the Board, or

38.2.2 s/he ceases to be a Director by virtue of any of the provisions of

Ratified at AGM held on 3 12 14
Article 41

38.3 The Board may appoint an Additional Director in substitution for an Additional Director who ceases to hold officer under Article 38.2

POWERS OF THE BOARD

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

40

40.1 The Board may act notwithstanding any vacancy in its body

40.2 The Board may approve or refuse applications for membership and may terminate any membership of the Association

RETIREMENT AND REMOVAL OF DIRECTORS

41 A Director will cease to hold office if s/he:

41.1 dies,

41.2 ceases to be a Director under the Act or is prohibited by law from being a Director,

41.3 is disqualified from acting as a charity trustee under the Charities Act 1993,

41.4 becomes incapable of managing and administering his/her own affairs because of mental disorder illness or injury,

41.5 is declared bankrupt or makes any arrangement or composition with his/her creditors,

41.6 is detained in prison,

41.7 being an Honorary Officer is removed by a resolution of the Board on the ground that in their reasonable opinion his/her continued membership of the Board is detrimental to the interests of the Association (but only after notifying him/her in writing and considering the matter in the light of any
written or oral representations which s/he puts forward within 14 clear days after receiving notice),

418 is convicted of any offence which is likely to bring the Association into disrepute and the Board resolves that s/he be removed,

419 resigns his office by written notice to the Secretary,

4110 fails to attend four consecutive Board Meetings without special leave of absence from the Board and the Board resolves that s/he be removed from office

4111 Has served two consecutive three year terms, with the exception of the Chair who may serve up to three consecutive three year terms

**PROCEEDINGS OF THE BOARD**

42 The Board may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, six Directors of which at least one must be an Honorary Officer, shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.

43 Not less than five Directors may and on the request of not less than five Directors the Secretary shall, at any time, summon a meeting of the Board by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.

44 A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.
45

1. The Board may appoint one of the Directors as Vice-Chair and may remove him/her from that office at any time (without necessarily removing him/her as a Director at the same time).

2. The Vice-Chair may resign as Vice-Chair at any time (without necessarily resigning as a Director at the same time).

3. The person appointed as Vice-Chair is, in the absence of the Chair, to chair all Board meetings and General Meetings at which s/he is present unless s/he does not wish to do so.

OBSERVERS

46

1. The Board may allow individuals who are not Directors to attend Board Meetings on whatever terms they decide. Observers may not vote but may take part in discussions unless the Board decides otherwise.

2. The Board may exclude Observers from any part of a Board Meeting where the Board considers the business is private.

COMMITTEES

47

The Board shall have power to set up from time to time permanent or ad hoc Committees consisting of such persons as the Board shall consider appropriate upon such terms and conditions as the Board shall from time to time decide, to act or advise on any matters deemed by the Board to merit or require special action or professional or other advice and any such Committee shall have and exercise any such powers as the Board shall delegate to it and the Board shall further have power to withdraw, enlarge or modify the powers so delegated. Any committee shall in the exercise of the powers so delegated, conform to any regulations that may be imposed upon it by the Board provided that all acts and proceedings of any Committee shall be notified to and confirmed by the Board as soon as possible.

48

The members for the time being of any Committee may act notwithstanding any vacancy in their body, provided always that in case the members of such Committee shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the last relevant resolution of the Board, it shall be lawful for them to act as such Committee until their number has been increased as may be requisite or until another resolution of the Board regulating the matter has been passed, whichever event shall first occur.

49

Every Committee may elect a Chair of its meetings. If no such Chair is elected, or if at any meeting the Chair is not present within fifteen minutes.
after the time appointed for the meeting, the members present may choose one of their number to be Chair of the meeting.

50 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 case of an equality of votes, the Chair shall have a second or casting vote.

CHIEF EXECUTIVE

51 There shall be a Chief Executive of the Association. The Chief Executive shall be appointed by and be responsible to the Board (which shall be entitled to remove him/her from office) for the work of the Association and for the control of its staff but shall not be a Director for the purposes of the Act.

SECRETARY

52 The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions consistent with the provisions of Clause 4 of the Memorandum as the Board may think fit, and any Secretary so appointed may be removed by the Board. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

EXECUTION OF DOCUMENTS

53

53.1 If the Association has a seal it may only be used with the authority of the Board (which may be given generally for documents of a particular type).

53.2 Documents to be executed by the Association as deeds must be signed either by two Directors, by one Director and the Secretary, or in any other manner the Board authorises.

GENERAL

54 There shall be no upper limit as to the age at which any person may become or be a Director or until which, having become or being a Director he/she may continue to act as a Director.

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

56 The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and other Committees and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated

57 A resolution in writing signed by all the Directors for the time being or members of any Committee who are duly entitled to receive notice of a meeting of the Board or of such Committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such Committee duly convened and constituted

ACCOUNTS

58 The Association shall cause accounting records to be kept in accordance with the Act

59 The accounting records shall be kept in the Office, or subject to the Act, at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors

60 The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and the books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours

61 At a General Meeting to be held once in every year the Board shall lay before the Association a proper income and expenditure account for the accounting reference period of the Association ending not more than eight months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the auditors and copies of such accounts, balance sheets, and reports (all of which shall be framed in accordance with any other statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-one clear days before the date of the meeting to be sent to the auditors and to all other persons entitled to received notices of General Meetings in the manner in which notices are hereinafter directed to be served

AUDIT

Ratified at AGM held on 3 12 14

16
Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors

NOTICES

A notice may be served by the Association upon any member, either personally or by sending it through the post in a pre-paid letter, addressed to such member at his/her registered address as appearing in the register of members.

Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him/her, shall be entitled to have notices served upon him/her at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a pre-paid letter.

STANDING ORDERS

Subject to Article 66.4, the Board may from time to time make standing orders for the proper conduct and management of the Association.

Subject to Article 66.4, a General Meeting may alter, add to or repeal the standing orders.

Standing orders are binding on all members and Directors.

No standing order may be inconsistent with or may affect or repeal anything in the Memorandum or Articles.

DISOLUTION

Clause 7 and 8 of the Memorandum relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

Ratified at AGM held on 3 12 14