

COMPANY NO. 00594860
THE COMPANIES ACT 1985

SOCIETY LIMITED BY GUARANTEE AND
NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

ENVIRONMENTAL PROTECTION UK

(Adopted by special resolution passed on 13th December 2007)

INTERPRETATION

1. In these regulations:

"**the Act**" means the Companies Acts (as defined in section 2 of the Companies Act 2006) in so far as they apply to the Society);

"**Appointments Committee**" has the meaning given to that term in article 52;

"**the articles**" means these articles of association of the Society;

"**chief executive**" means the chief executive officer of the Society or any other person appointed and designated to perform the duties of the chief executive officer of the Society;

"**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;

"**the Board of Trustees**" means the board of directors of the Society;

"**Council**" has the meaning given to that term in article 36;

"**division**" means a group of members constituted by the bye-laws for administrative and electoral purposes representing a geographical area of the United Kingdom as set out in the rules or bye-laws of the Society;

"**divisional secretary**" means the secretary appointed or elected to a division from time to time;

"**electronic form**" has the meaning given in section 1168 of the Companies Act 2006;

"**executed**" includes any mode of execution;

"**office**" means the registered office of the Society;

"representative of a member" means a representative of a Local Authority or Corporate Member appointed in accordance with these articles and whose appointment has been duly notified to the chief executive.

"the seal" means the common seal of the Society;

"Society" means the company regulated by these articles being Environmental Protection UK;

"trustees" means the directors of the Society; and

"the United Kingdom" means Great Britain and Northern Ireland.

Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification of the Act not in force when these articles become binding on the Society.

Words importing the masculine gender shall include the feminine gender and words importing persons shall include organisations.

MEMBERS

2. The subscribers to the memorandum of association of the Society and such other persons as are admitted to membership in accordance with the articles shall be members of the Society. Every person who wishes to become a member shall deliver to the Society an application for membership, in such form as the directors require, executed by him.
3. The Council shall have the power to co-opt individual members for a period of up to one year in order to assist in carrying out the functions described in article 43.
4. Individuals who have rendered outstanding service in promoting the objects of the Society shall be eligible for admission at general meetings as Honorary members, and such persons, being duly admitted shall enjoy all the privileges of membership.
5. The trustees shall have the right to terminate the membership of any member for good and sufficient reason provided that the member concerned shall have a right to be heard before a final decision is made.
6. A member may at any time withdraw from the Society by giving at least seven clear days' notice to the Society. Membership shall not be transferable and shall cease on death.

GENERAL MEETINGS

7. All general meetings other than annual general meetings shall be called extraordinary general meetings.
8. The Society shall hold an annual general meeting in every calendar year. No more than 15 months shall elapse between each annual general meeting. The annual general meeting shall be held at such a time and place as may be determined by the trustees.
9. The trustees may call general meetings and, if requested by the members pursuant to the provisions of the Act, shall 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 trustees to call a general meeting, any trustee or any member of the Society may call a general meeting.

NOTICE OF GENERAL MEETINGS

10. At least twenty-one clear days' notice shall be given of an annual general meeting or an extraordinary general meeting called for the purpose of considering a special resolution or a resolution appointing a person as a trustee. All other extraordinary general meetings shall be called by at least fourteen clear days' notice, although a general meeting may be called by shorter notice if it is so agreed:
 - (a) in the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - (b) 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 per cent of the total voting rights at the meeting of all of the members.

The notice shall 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, it shall specify the meeting as such.

The notice shall be given in the manner described in this article 99, or in such other manner, if any, as may be prescribed by the Society in general meeting, to all the members and to the trustees and auditors.

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

PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any meeting unless a quorum is present. Ten persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member, shall be a quorum unless there are less than ten members in the Society at the time of the relevant meeting in which case the number of members less one shall be a quorum.
13. 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, 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 to such time and place as the trustees may determine, 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 constitute a quorum.
14. The chairman of the Council (if any), or in his absence the deputy chairman of Council shall preside as chairman of the meeting, but if neither the chairman nor the deputy chairman of Council are present within fifteen minutes after the time appointed for holding the meeting and willing to act, the members present shall elect one of their number to be chairman of the meeting.
15. All trustees shall be entitled to attend and speak at any general meeting.

16. The chairman of the meeting of members 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. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given in the same manner as for the original meeting. If the meeting is adjourned for less than thirty (30) days, it shall not be necessary to give any such notice.
17. 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 provisions of the Act, a poll may be demanded:
 - (a) by the chairman of the meeting of members; or
 - (b) by at least five members present in person or by proxy having the right to vote at the meeting; or
 - (c) 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.
18. Unless a poll is duly demanded a declaration by the chairman of the meeting of members 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.
19. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting of members 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.
20. If a poll is demanded in the manner set out above, it shall be taken and declared at such a time and place and in such a manner, as the chairman of the meeting of members shall direct (not being more than 30 days after the date that the poll is demanded), and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
21. No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
22. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting of members shall, provided he is also a member of the Society, be entitled to a casting vote in addition to any other vote he may have.
23. 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.

24. 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 (7) clear days' notice shall be given specifying the time and place at which the poll is to be taken.
25. 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.

VOTES OF MEMBERS

26. 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. A proxy holder shall have one vote for each proxy held by it (in addition to any vote it has as a member if applicable).
27. Except as specified in the articles, and unless the Board of Trustees otherwise determines, no member 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 Society in respect of this membership, shall be entitled to cast its own vote on any question either personally or by proxy.
28. 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 of the meeting of members whose decision shall be final and conclusive.
29. The appointment of a proxy shall be executed by or on behalf of the appointor, or by his attorney duly authorised in writing, or if such appointer is a corporation under the hand of some officer duly authorised on its behalf. The proxy shall be in such form as the trustees shall reasonably specify from time to time.
30. The appointment of 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 trustees may:
 - (a) in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting or in any instrument of proxy sent out by the Society 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
 - (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Society in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Society in relation to the meeting,

be received at such address not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or

- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid at any time after the poll has been demanded but not less than 24 hours before the time appointed for the taking of the poll,

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this article 30 and in article 32, "address", in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 31. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
- 32. 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, whether by reason of the death or insanity of the principal, revocation of the proxy or the authority under which the proxy was executed, or otherwise, unless notice of the determination was received by the Society at the office or at such other address at which the instrument of proxy was duly deposited or received 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.
- 33. Any organisation which is a member of the Society may authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Society subject to such member delivering any form prescribed by the trustees from time to time to evidence such authorisation at the time and place, and in the manner, specified for the delivery of instruments appointing a proxy.

THE DIVISIONS

- 34. On admission as a member of the Society, each member shall be designated to a division and an entry to that effect shall be made against the member's name in the Society's register of members. The trustees shall determine in their absolute discretion which division a member is to be accepted into, however the Society may in general meeting determine the criteria for admission to a division from time to time.
- 35. Divisions shall pass resolutions by simple majority vote of the members constituting a division. Each division shall otherwise have the power and authority to make decisions regarding its own proceedings, but shall otherwise have no power or authority other than as specifically set out in these articles.

THE COUNCIL

- 36. There shall hereby be established a council of the Society ("**Council**") consisting of:
 - (a) any patron or patrons (if any), appointed in accordance with article 37 below;

- (b) the person who occupied the position of president immediately prior to the current president (the "**immediate past president**");
 - (c) the person who occupied the position of chairman of the Council immediately prior to the current chairman of the Council (the "**immediate past chairman**");
 - (d) the chairman of the Board of Trustees for the time being;
 - (e) representatives nominated by each division of the Society, being three for each division, plus one additional representative for each two hundred and fifty members in each division; and
 - (f) representatives nominated by any organisation recognised by the Council as an associated body of the Society. The number of such representatives shall be determined by the Council but shall not exceed three.
37. The Society may accept the patronage of any person or persons (including for the avoidance of doubt, non-members). The Council may appoint such persons to the honorary position of "patron" for such time as it may determine.
38. The Council may elect one of its members to the office of president of the Council annually . No person shall be nominated for the office of president for more than two years in succession, other than with the consent of the Council. The president of the Council shall also be a member of the Society, and shall have the right to use the title "President" of the Society.
39. The Council may elect such number of persons as it may determine to the office of vice-president of the Council annually. No person shall be nominated for the office of vice-president for more than two years in succession, other than with the consent of the Council. Each vice-president of the Council must also be a member of the Society.
40. The Council may elect one of its members each to the position of chairman of the Council and deputy chairman of the Council annually. No person shall serve as chairman of the Council for more than two years in succession, other than with the consent of the Council. The chairman must also be a trustee, and the deputy chairman must also be a member.
41. At each annual general meeting of the Council, each person serving in the honorary offices of chairman, deputy chairman, president, and vice-president of the Council that has so served for three or more years since the date of his appointment to such position shall resign from such position, but may, if nominated, stand for re-election.
42. The Council may by resolution also accept the appointment of additional members to the Council, not exceeding one third of the number of members appointed under article 36(e) above, if such appointment is necessary to ensure that the Council is representative of the Society and equipped to discharge its functions under article 43.
43. The Council shall have the following functions:
- (a) to keep under review the policy objectives of the Society, and such targets as may be set from time to time in pursuit of those objectives;
 - (b) to provide advice and guidance for the Board of Trustees on such matters as it may consider appropriate, or as the Board of Trustees may itself request

(which shall, for the avoidance of doubt, not be binding on the Board of Trustees);

- (c) to report to the annual general meeting on the work of Society and progress towards its objectives; and
- (d) to prepare such recommendations to the annual general meeting as it may from time to time deem necessary for maintaining and enhancing the relevance and effectiveness of the Society's work,

but shall not have any other powers or authority except as expressly set out in these articles.

- 44. The Council shall have power to establish for a specified period and with specified objectives and terms of reference such committees as it considers appropriate for the development and formulation of the policies of the Society or for other purposes related to its functions.
- 45. The Council shall meet not less than three times in each calendar year. At least fourteen clear days' notice shall be given of a meeting of the Council, although a meeting of the Council may be called by shorter notice if it is so agreed by a majority in number of the members of the Council having a right to attend and vote being a majority together holding not less than [ninety-five] per cent of the total voting rights at the meeting of all of the members. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. The notice shall be given in the manner described in this article 97, or in such other manner, if any, as may be prescribed by the Council in meeting, to all the members of the Council and to the trustees. The accidental omission to give notice of a meeting of the Council to, or the non-receipt of notice of a meeting of the Council by, any person entitled to receive notice shall not invalidate the proceedings at that meeting of the Council.
- 46. The Council shall pass resolutions by simple majority vote unless otherwise specified by the Council in meeting. On a show of hands, every member of the Council present in person shall have one vote. On a poll, every member of the Council present in person shall have one vote.
- 47. A resolution put to the vote of a meeting of the Council 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. A poll may be demanded by the chairman of the council, or by at least five members of the Council present in person.
- 48. Unless a poll is duly demanded a declaration by the chairman of the council that a resolution of the Council 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 of the Council shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 49. Members of the Council nominated by the divisions under article 36(e) shall retire from the Council on each anniversary of their appointment, but shall be eligible for reappointment in the relevant division's absolute discretion.
- 50. Notwithstanding anything else in these articles, no person shall be a member of the Council for more than 10 years from the date of adoption of these articles.

51. The Society shall keep and update a register of members of the Council which shall contain such information as the trustees may require. The trustees may in their absolute discretion refuse to register any person as a member of the Council.

APPOINTMENTS COMMITTEE

52. There shall hereby be established a committee ("**Appointments Committee**") of the Society that shall provide advice to the Society and the Board of Trustees on the appointment of trustees.
53. The Appointments Committee shall be constituted of five (5) persons, being the chairman of the Council from time to time, the chief executive officer of the Society from time to time, and three other persons appointed by the chairman of the Council (subject to approval by the trustees, such approval not to be unreasonably withheld or delayed), provided that no person shall be appointed to the Appointments Committee unless he is also a member of the Society or the chief executive officer. The chairman of the Council shall have the right to remove and replace any person appointed by him to the Appointments Committee by sending written notice to that effect to the trustees.
54. The chairman of the Appointments Committee shall be the chairman of the Council from time to time.
55. The trustees shall maintain a register of the members of the Appointments Committee.
56. The quorum for the transaction of the business of the Appointments Committee may be fixed by the Appointments Committee and unless so fixed shall be 3. The Appointments Committee shall meet on notification of a vacancy on the Board of Trustees, and at such other times as the Appointment Committee may determine. Each member of the Appointments Committee shall be entitled to receive reasonable notice of a meeting of the Appointments Committee, which shall specify the time and place of the meeting and the general nature of the business to be transacted. The accidental omission to give notice of a meeting of the Appointments Committee to, or the non-receipt of notice of a meeting of the Appointments Committee by, any member of the Appointments Committee shall not invalidate the proceedings at that meeting of the Appointments Committee.
57. The Appointments Committee shall pass resolutions by majority vote. Members of the Appointments Committee shall not be entitled to appoint an alternative or proxy in their place.
58. Subject to the provisions of these articles, the Appointments Committee may otherwise regulate its proceedings as it thinks fit.

POWERS OF THE BOARD OF TRUSTEES

59. The Board of Trustees may have regard for such guidance as may be offered by the Council from time to time.
60. Subject to the provisions of the Act, these articles and the memorandum of the Society and to any directions given by special resolution, the business of the Society shall be managed by the Board of Trustees who may exercise all the powers of the Society which are not required to be exercised by the Society in general meeting. No alteration of the memorandum of the Society or these articles and no such direction shall invalidate any prior act of the trustees which would have been valid if that

alteration had not been made or that direction had not been given. The powers given by these articles shall not be limited by any special power given to the trustees by these articles and a meeting of trustees at which a quorum is present may exercise all powers exercisable by the trustees.

61. Notwithstanding the generality of article 60, the Board of Trustees may exercise all the powers of the Society to borrow money, to mortgage or charge any part of its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as a security for any debt, liability or obligation of the Society or of any charitable body where such action will directly further the objects of the Society.
62. The trustees may, by power of attorney or otherwise, appoint any person to be the agent of the Society for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF THE BOARD OF TRUSTEES' POWERS

63. The Board of Trustees may establish sub-committees to act on its behalf, but in determining any matter before it, only those members of the sub-committee who are trustees shall be entitled to vote. They may also delegate to any trustee such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the trustees may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a sub-committee with two or more members shall be governed by the articles regulating the proceedings of trustees so far as they are capable of applying.

APPOINTMENT AND RETIREMENT OF TRUSTEES

64. Unless otherwise determined by ordinary resolution, the maximum number of trustees shall be 18 and the minimum number of trustees shall be two. The Board of Trustees shall consist of:
 - (a) the Chairman of the council from time to time (provided that the chairman of the Council shall resign as trustee upon ceasing to act as chairman of the Council, whereby the replacement chairman of the Council (if any) shall be appointed as a trustee);
 - (b) one person nominated by each division, subject to approval by the trustees in their absolute discretion; and
 - (c) seven people nominated by the Appointments Committee, subject to approval by the trustees in their absolute discretion.
65. The Appointments Committee shall be entitled to nominate one of the eighteen trustees to the position of chairman of the Board of Trustees, subject to approval by the trustees in their absolute discretion.
66. The Appointments Committee shall also be entitled to nominate one of the trustees appointed by it to serve as chairman of the board of directors of the Society's subsidiary, NSCA Services Ltd (company number 03954726, in the process of changing its name to Environmental Protection Trading Limited (or such other name as the trustees may approve)), subject to approval by the directors of NSCA Services Ltd in their absolute discretion.

67. The trustees may appoint one of their number to the position of vice-chairman of the Board of Trustees, such appointment to terminate on the third anniversary of appointment or such other time as the trustees may determine.
68. The trustees may appoint one of their number to the position of treasurer, such appointment to terminate on the third anniversary of appointment or such other time as the trustees may determine. The treasurer shall report to the Board of Trustees in relation to the Society's accounts, and shall have such other responsibilities and duties as the Board of Trustees may delegate to him from time to time.
69. Notwithstanding anything else in these articles, no person may be appointed as a trustee:
- (a) unless he has attained the age of 18 years; and
 - (b) if, had he already been a trustee, he would have been disqualified from acting under the provisions of article 72 below.
70. At the end of each three years' period of service (each a "**Term**") each trustee shall resign and stand for re-appointment, provided that the divisions or the Appointments Committee (as applicable) may specify a shorter period for the third such Term served by any trustee nominated by them for appointment, and no trustee shall serve for more than three Terms from the date of adoption of these articles.
71. In addition, the Society may by ordinary resolution appoint a person who is willing to act to be a trustee either to fill a vacancy or as an additional trustee.

DISQUALIFICATION AND REMOVAL OF TRUSTEES

72. The office of a trustee shall be vacated if:
- (a) he ceases to be a trustee by virtue of any provision of the Act or is disqualified from acting as a trustee by virtue of Section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision); 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 Society; or
 - (e) he shall for more than six consecutive months have been absent without permission of the other trustees from meetings of trustees held during that period and the trustees resolve that his office be vacated.

73. The Society may by ordinary resolution, of which special notice has been given in accordance with section 303 of the Act, remove any trustee before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Society and such trustee. The Society may by ordinary resolution appoint another person in place of a trustee removed under this article.

TRUSTEES' EXPENSES

74. The trustees may, subject to the approval of the Board of Trustees on submission of such evidence as the Board of Trustees may require, be paid travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of trustees or committees of trustees or general meetings or separate meetings of the holders of debentures of the Society or otherwise in connection with the discharge of their duties.

TRUSTEES' APPOINTMENTS AND INTERESTS

75. Subject to the provisions of the Act, the trustees may appoint one or more of their number to the office of managing trustee or to any other executive office under the Society and may enter into an agreement or arrangement with any trustee for his employment by the Society or for the provision by him of any services outside the scope of the ordinary duties of a trustee. Any such appointment, agreement or arrangement may be made upon such terms as the trustees determine and they may remunerate any such trustee for his services as they think fit. Any appointment of a trustee to an executive office shall terminate if he ceases to be a trustee but without prejudice to any claim to damages for breach of the contract of service between the trustee and the Society. A managing trustee and a trustee holding any other executive office shall not be subject to retirement by rotation.
76. Subject to the provisions of the Act, and provided that he has disclosed to the trustees the nature and extent of any material interest of his, a trustee notwithstanding his office:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Society or in which the Society is otherwise interested;
 - (b) may be a trustee or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Society or in which the Society is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Society for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
77. For the purposes of article 76:
- (a) a general notice given to the trustees that a trustee is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the trustee has an interest in any such transaction of the nature and extent so specified; and

- (b) an interest of which a trustee has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.]

PROCEEDINGS OF TRUSTEES

78. Subject to the provisions of the articles, the trustees may regulate their proceedings as they think fit. A trustee may, and the chief executive at the request of a trustee shall, call a meeting of the trustees. It shall not be necessary to give notice of a meeting to a trustee who is absent from the United Kingdom, but each trustee shall otherwise be entitled to reasonable notice of a meeting of the trustees, which shall specify the time and place of the meeting and the general nature of the business to be transacted. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall not have a second or casting vote.
79. There shall be a minimum of six trustee meetings in each calendar year.
80. The quorum for the transaction of the business of the trustees may be fixed by the trustees and unless so fixed shall be one-third of the total number of trustees appointed from time to time, subject to a minimum of three persons.
81. The president of the council shall be entitled to attend Board of Trustees meetings as an observer, but not to vote.
82. The continuing trustees or a sole continuing trustee may act notwithstanding any vacancies in their number, but, if the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.
83. If the chairman of the Board of Trustees is not present within five minutes after the time appointed for the meeting, the trustees present may appoint one of their number to be chairman until the end of the meeting.
84. All acts done by a meeting of trustees, or of a committee of trustees, or by a person acting as a trustee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any trustee 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 trustee and had been entitled to vote.
85. A resolution in writing signed by all the trustees entitled to receive notice of a meeting of trustees or of a committee of trustees shall be as valid and effectual as if it had been passed at a meeting of trustees or (as the case may be) a committee of trustees duly convened and held and may consist of several documents in the like form each signed by one or more trustees.
86. Save as otherwise provided by the articles, a trustee shall not vote at a meeting of trustees or of a committee of trustees on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Society. For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Society), connected with a trustee shall be treated as an interest of the trustee.

87. A trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
88. The Society may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the articles prohibiting a trustee from voting at a meeting of trustees or of a committee of trustees.
89. Where proposals are under consideration concerning the appointment of two or more trustees to offices or employments with the Society or any body corporate in which the Society is interested the proposals may be divided and considered in relation to each trustee separately and (provided he is not for another reason precluded from voting) each of the trustees concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.
90. If a question arises at a meeting of trustees or of a committee of trustees as to the right of a trustee to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any trustee other than himself shall be final and conclusive.
91. There shall be circulated to all divisions and staff shortly after each meeting of the Board of Trustees a brief summary of the decisions made by the Board of Trustees, unless the Board of Trustees determines that the same is confidential or highly sensitive, in its absolute discretion.
92. All cheques and other negotiable instruments, and all receipts for money paid to the Society, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be in such manner as the trustees shall from time to time determine.
93. The trustees shall act as the "charity trustees" of the Society for the purposes of the Charities Act 1993 as defined in section 47 of the aforesaid act.

TRUSTEES RIGHT TO APPOINT OBSERVER

94. Any trustee may appoint any other trustee, or any other person approved by the chairman of the Board of Trustees from time to time and willing to act, to be his observer. An observer so appointed shall be entitled to receive notice of and attend meetings of the trustees on behalf of the trustee so appointing him, and to participate in discussions at meetings of the trustees and to report back to the trustee so appointing him, but not to vote. An observer so appointed shall have no further rights or responsibilities other than as stated in these articles.

CHIEF EXECUTIVE

95. Subject to the provisions of the Act, the chief executive shall be appointed by the trustees for such term, at such remuneration and upon such conditions as the trustees may decide; and any chief executive so appointed may subsequently be removed by the trustees. No trustee may occupy the position of chief executive.

MINUTES

96. The trustees shall cause minutes to be made in books kept for the purpose:
 - (a) of all appointments of officers made by the trustees; and

- (b) of all proceedings at meetings of the Society, the Council, and the Board of Trustees including the names of the directors present at each such meeting.

NOTICES

- 97. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the trustees) shall be in writing and sent to an address for the time being notified for that purpose to the person giving the notice.
- 98. Subject to the articles:
 - (a) anything sent or supplied by or to the Society under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information to be sent or supplied to by the Society for the purposes of the Companies Acts; and
 - (b) any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.

A trustee may agree with the Society that notices or documents sent to that trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 99. Anything sent to a member of the Society under the articles may be sent to that member's address as registered in the register of members, unless:
 - (a) the member and the Society have agreed that another means of communication is to be used; and
 - (b) the member has supplied the Society with the information it needs in order to be able to use that other means of communication.
- 100. Any notice or document sent to a trustee may be sent to that trustee's address as registered in the register of directors, unless:
 - (a) the trustee and the Society have agreed that another means of communication is to be used; and
 - (b) the trustee has supplied the Society with the information it needs in order to be able to use that other means of communication.
- 101. A member present, either in person or by proxy, at any meeting of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 102. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Proof that a notice contained in electronic form was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted, or, in the case of a notice contained in electronic form, at the expiration of 48 hours after the time it was sent.

INDEMNITY

103. Subject to the provisions of the Act every trustee of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity including in relation to defending any proceedings, whether civil or criminal, save in relation to any criminal proceedings in which judgement is awarded against him.

DISSOLUTION

104. Clause 8 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if it were repeated in these articles.

RULES OR BYE LAWS

105. (a) The trustees may from time to time propose for approval by the members of the Society such rules or bye-laws as they may deem necessary or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye-laws regulate:
- (i) the admission and classification of members of the Society, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (ii) the conduct of members of the Society in relation to one another, and to the Society's employees;
 - (iii) the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes; and
 - (iv) the procedure at general meetings and meetings of the trustees and sub-committees thereof in so far as such procedure is not regulated by these articles.
- (b) The Board of Trustees, the Appointments Committee, the Council and the members of the Society agree to abide by any rules or bye-laws proposed pursuant to this article 105 and adopted by resolution of the members.
- (c) The Society by resolution shall have power to alter or repeal the rules or bye-laws and to make additions to them and the trustees shall adopt such means as they deem sufficient to bring to the notice of members of the Society all such rules or bye-laws which, so long as they shall be in force, shall be binding on all members of the Society provided, nevertheless, that no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or these articles of the Society.