

No. 06868881

THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
and not having a share capital

ARTICLES OF ASSOCIATION
OF
COMMONWEALTH LAWYERS ASSOCIATION
LIMITED

Registered Company No. 06868881

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THE COMPANIES ACT 2006COMPANY LIMITED BY GUARANTEE AND NOT
HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

OF

COMMONWEALTH LAWYERS ASSOCIATION LIMITED

1. **INTERPRETATION**

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 Company ;

the Articles means the articles of the Company.

the Association means the Commonwealth Lawyers Association Limited

clear days in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

communication means the same as in the Electronic Communications Act 2000;

the Commonwealth means all member states of the Commonwealth and all other legal jurisdictions for which a current member of the Commonwealth has or has had at any time since 1 January 1962 responsibility for its foreign affairs;

Commonwealth Law Conference means a conference attended by the members of the Company and other invited guests organised by the Company from time to time;

Commission means the Charity Commission for England and Wales;

connected person means:

- (a) a child, parent, grandchild, grandparent, brother or sister of a director;
- (b) the spouse or civil partner of a director or of any person falling within sub-clause (a) above;

- (c) a person carrying on business in partnership with a director or with any person falling within sub-clause (a) or (b) above;
- (d) an institution which is controlled –
 - (i) by a director or any connected person falling within sub-clause (a), (b), or (c) above; or
 - (ii) by two or more persons falling within sub-clause d(i), when taken together;
- (e) a body corporate in which –
 - (i) a director or any connected person falling within subclauses (a) to (c) has a substantial interest; or
 - (ii) two or more persons falling within sub-clause (e)(i) who, when taken together, have a substantial interest.
 - (iii) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.

the Council has the meaning given to it in Article 8.2;

directors means the members of the Executive Committee with the power to vote appointed by Council pursuant to Clause 11.2 or by operation of the Articles. If the Company is a charity the directors are charity trustees as defined by section 177 of the Charities Act 2011;

electronic communication means the same as in the Electronic Communications Act 2000;

executed includes any mode of execution;

Institutional Member means a member admitted under Article 2.3;

office means the registered office of the Company;

officer has the meaning given to it in Article 14.1.

office bearers have the meaning given to it in Article 11A (d) .

Secretary means the secretary of the Company, or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary;

the United Kingdom means Great Britain and Northern Ireland.

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 Company.

2. **MEMBERS**

- 2.1. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the directors require executed by him. The directors have the power to grant or refuse membership including institutional membership.
- 2.2. A member may at any time resign as a member of the Company by giving at least twenty-one clear days' notice in writing to the Company. Membership shall not be transferable and shall cease on the death or winding up of the member.
- 2.3. The following may, at the discretion of the directors, be admitted as institutional members (**Institutional Members**):
 - (a) Bar Associations, Law Societies and Law Associations of the Commonwealth, Hong Kong, Zimbabwe or other countries, territories, dependencies or jurisdictions as approved by the Council;
 - (b) in countries with a divided profession, the governing bodies of both barristers and solicitors;
 - (c) in countries with more than one institution claiming to govern or represent the interests of the profession or branch of the profession, any one or more of them.
- 2.4. The following may, at the discretion of the directors, be admitted as individual members (**Individual Members**):
 - (a) qualified lawyers in the Commonwealth, Hong Kong, Zimbabwe or other countries, territories, dependencies or jurisdictions as approved by the Council, including but not limited to lawyers in legal practice, government or academia;
 - (b) other individuals in the Commonwealth, Hong Kong, Zimbabwe or other countries territories, dependencies or jurisdictions, who are, in the opinion of the Council, able by their membership to further the Association's objective.

2.5. The following may, at the discretion of the directors, be admitted as corporate members **(Corporate Members)**:

- (a) legal associations and legal institutions, including government departments;
- (b) law firms, including incorporated law firms and Barristers Chambers;
- (c) law faculties and law schools.

2.6. The directors may establish new categories of membership and set the terms of such membership.

2.7. A member may be expelled by a special resolution of the members passed at a general meeting.

2.8. The Directors may, at their discretion, suspend the membership of any member not in good standing or otherwise for good cause.

3. **SUBSCRIPTIONS**

3.1. Subscriptions for all categories of membership are determined by the directors.

3.2. Where a member has failed to pay the current subscription, all benefits of membership are suspended until such time as the current fee and arrears are paid.

3.3. The directors may require a member which is in arrears to make good for all, or part, of any such arrears of fees as a condition of reinstatement of the full benefits of membership.

4. **GENERAL MEETINGS**

4.1. The Company shall hold a general meeting not less than once in every two calendar years.

4.2. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act.

5. **NOTICE OF GENERAL MEETINGS**

5.1. General meetings shall be called by at least twenty-one clear days' notice, but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety per cent of the total voting rights at the meeting of all the members.

- 5.2. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. On the notice there shall appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy or, where that is allowed, one or more proxies to attend and vote instead of him, and that a proxy need not also be a member.
- 5.3. Notice may be given by mail or electronic mail to the last postal or email address provided by the member.
- 5.4. The notice and any other communications relating to any general meeting which any member is entitled to receive shall be given to all the members, and to the directors and auditors (if any).
- 5.5. 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.

6. PROCEEDINGS AT GENERAL MEETINGS

- 6.1. 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 or a duly authorized representative of a corporate member, shall be a quorum.
- 6.2. If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or 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 meeting shall be dissolved.
- 6.3. The President, or the President – Elect or a director delegated by the President, shall be the Chairman at general meetings. If the President, or the President – Elect or a director delegated by the President is not 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.
- 6.4. A director shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.
- 6.5. 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; or
- (b) by at least two members 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.

- 6.6. Unless a poll is duly demanded a declaration 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.
- 6.7. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 6.8. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 6.9. 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 30 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.
- 6.10. 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 7 clear days' notice shall be given specifying the time and place at which the poll is to be taken.

7. VOTES OF MEMBERS

- 7.1. Every Individual Member and Every Corporate Member present at a general meeting is entitled to one vote.

- 7.2. Every Institutional Member present at a general meeting is entitled to two votes, except that in no case will Institutional Members from any one country be entitled to more than four votes in total.
- 7.3. 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 authorized 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.
- 7.4. If at any General Meeting any votes shall be counted which ought not to have been counted or which might have been rejected, the error shall not vitiate the result of the voting unless it be pointed out at the same meeting, and not in that case unless it shall, in the opinion of the Chairman of the meeting, be of sufficient magnitude to vitiate the result of the voting.
- 7.5. An instrument appointing a proxy may be in any usual or common form or any other form which the directors may approve.
- 7.6. 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 directors 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 in the notice convening the meeting or in any instrument of proxy sent out by the Company 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 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 Company in relation to the meeting; or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Company 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

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received 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 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 appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

In this regulation and regulation 7.8, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 7.7. 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 Company at the office or at such other place at which the instrument of proxy was duly deposited or, where the appointment of the proxy was contained in an electronic communication, at the address at which such appointment was duly 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.

8. **COUNCIL**

- 8.1. The Council is responsible for the setting the policy of the Association and appointing the Executive Committee.

- 8.2. (a) The Council shall comprise:

- (i) A member elected in accordance with clause 10 from each of the countries who are members of the Commonwealth, (and in the case of the United Kingdom one member from England and Wales, and a member from each of Scotland and Northern Ireland), or from any British Overseas Territory or Crown Dependency or from Hong Kong, Zimbabwe or such other countries, territories, dependencies or jurisdictions as approved by the Council.

- (ii) 4 Vice Presidents elected by the Council, one each from the Americas, Africa, Australasia and Europe. A Vice President must have served at least 2 years on the Council in the previous eight years.
- (iii) A Treasurer elected by the Council who must have served at least 2 years on the Council in the previous eight years.
- (iv) A President who shall assume office being the person in office immediately before as President-Elect.
- (v) A President-Elect to be elected by Council who must have served at least 2 years on the Council in the previous eight years.
- (vi) Up to five members elected at large (in respect of which a maximum of only one at large member may be elected from the European hub).

8.3A Transitional Provisions

- (a) The current President, Vice Presidents and Treasurer shall remain in office until 30 June 2027.
- (b) As soon as convenient after the adoption of this clause 8.3A, Council shall elect a President-Elect who must have served at least 2 years on the Council in the previous eight years and who shall remain in office until 30 June 2027 whereafter they shall assume the office of President.
- (c) The next elections for the President – Elect, Vice President and Treasurer shall be held prior to 30 June 2027 and every two years thereafter prior to 30 June.
- (d) The current Council Members shall remain in office until 31 May 2027 with the next Council election to be held prior to 31 May 2027 and every two years thereafter prior to 31 May.

8.3. In addition, Council may include as non-voting, ex officio members:

- (i) the chair or chairs of the organising committees of the immediately preceding and the next succeeding Commonwealth Law Conferences
- (ii) the editors of the Association's official publications
- (iii) the director of the Rule of Law Division of the Commonwealth Secretariat

8.4 The Council may approve observer status or such other non-Council Member status on any other non-Commonwealth country / territory / dependency or international organisation and a representative may be permitted to attend Council meetings at the discretion of Council.

8.5 The Council may co-opt additional non-voting members if it considers it advisable to do so in order to ensure that the Council reflects the nature and demographic, gender, racial and regional diversity of the Commonwealth having regard to any Diversity and Inclusion Policy of the Council.

9. MEETINGS

9.1. The Council meets at the beginning and at the end of each Commonwealth Law Conference and endeavours to meet at least four times in every year between conferences.

9.2. Decisions of the Council are normally taken by consensus, but, if necessary, may be made by a simple majority of members present in person, by proxy, or by telephone or other electronic means.

9.3. Each member of the Council, except ex officio and co-opted members, has one vote; the President has no casting vote.

9.4. The quorum for a Council meeting is ten voting members present in person, or by proxy, telephone or electronic mail.

9.5. The Council may transact any business by circulation of papers and a decision approved in writing by a majority of its members has the same effect as if it had been made at a meeting of the Council.

10. COUNCIL ELECTIONS

10.1. Council members are to be elected by members entitled to vote pursuant to clause 7 electronically (e-voting) or in such other manner as determined by the Executive Committee and hold office until a new Council is elected as provided for in clause 10.3A.

10.2. Council members are eligible for re-election.

10.3A Nominations for the Council must be communicated in writing to the Chief Executive Officer/ Secretary General no later than 21 January 2027 and every second anniversary thereof and must be consented to by the nominee in writing. The current Council members shall remain in office until the election of new Council members is declared.

10.3. If a Council member resigns or dies or becomes unable to discharge the duties of office, the Council may elect a successor from the same country, territory or dependency, to serve for the unexpired term.

10.4A. In the event there is no Council member elected for a country, territory or dependency the Council may appoint a member, who is a qualified lawyer in the jurisdiction with the corresponding vacancy, to fill such position. Council must consult with the relevant national Bar Association/Law Society or appropriate representative body prior to appointment (“an appointed member of Council”) (Council need no consult if no national Bar Association/Law Society exists). An appointed member of Council may vote on any issues but may not vote in the election of the President unless he or she are an elected officer of and nominated by the relevant national bar Association/Law Society or other appropriate representative body.

10.4 Nominees for Council must all be members of the Company in good standing.

10.5 The declaration of the election results of Council members shall be made on or before 31 May and every second anniversary thereafter.

10.6 The Council will take office on 1 June.

11A – Office Bearers

(a) The nominations for the elections of the President – Elect, Vice Presidents and Treasurer must be communicated in writing to the Chief Executive Officer / Secretary General no later than 15 June 2027 and every second anniversary thereof and must be consented to by the nominee in writing.

(b) The nominees in Clause 11A (a) must be from the Council elected under Clause 10 and must satisfy the requirements in Clause 8.2 (a) (ii) ,(iii) and (v)

(c) The Council shall elect the President – Elect, Vice Presidents and Treasurer.

(d) The President, President – Elect, Vice – Presidents and Treasurer will take office as Office Bearers on 1 July.

11. EXECUTIVE COMMITTEE

11.1. The Council shall establish an Executive Committee, prior to end of the first week of September, and whose members shall be the Directors of the Company. Subject to the provisions of this Constitution, the Executive Committee shall have responsibility for the management of the Association’s income and property, for the use and benefit of the Association.

11.2. The Members of the Executive Committee shall be appointed by Council for a two-year period (and may be re-appointed twice but cannot serve more than 6 years consecutively) and may be removed at the discretion of the Council should their removal be necessary to protect the interests of the Association. The Executive Committee should reflect, as far as possible, the diversity of the Commonwealth. The Executive Committee shall consist of no more than thirteen voting members and must include, as voting members, the President, President-Elect, Vice Presidents, immediate past President and Treasurer (the Officers). The Council shall appoint 5 voting members of the Executive Committee in addition to the Officers. For the avoidance of doubt the voting members are the directors. In addition to the twelve voting members, the Council may appoint up to 5 non-voting members (who do not have the duties of directors). When appointing members to the Executive Committee the Council shall have regard to any Diversity and Inclusion Policy of the Council. In appointing members of the Executive Committee, Council may appoint members who are not Council members and are not required to appoint only members of Council.

11.3 Meetings of the Executive Committee shall be held regularly but not less than six times per year. Prior to each meeting of the Executive Committee the Officers shall meet to determine the Agenda and identify issues for particular attention during the next Executive Committee meeting and to ensure that all Officers are kept informed and up to date of relevant issues prior to any Executive Committee meeting.

12. POWERS OF DIRECTORS

12.1. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Executive Committee who may exercise all the powers of the Company. 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 Article shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.

12.2. The Executive Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Company for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

12.3. Subject to the provisions of this Constitution, the Executive Committee has the power to determine the subscription rates for each category of membership.

- 12.4. The Executive Committee has the power to determine the venue for the Commonwealth Law Conference and other meetings and conferences.
- 12.5. The Executive Committee may delegate its powers and functions to a committee established for the purpose, or to the Chief Executive Officer/ Secretary General.

13. APPOINTMENT AND RETIREMENT OF DIRECTORS

- 13.1. All of the directors shall hold office until they retire or are removed for good cause by the Council or cease to be eligible for a position on the Executive Committee. Directors are eligible for reappointment.
- 13.2. If a director resigns, dies, becomes unable to discharge the duties of office or otherwise ceases to be a director, the Council may elect a successor to serve for the unexpired term.
- 13.3. The Company may, in general meeting elect, by a majority of not less than seventy-five percent of the votes cast, individuals of eminence acknowledged for their services to the Company or the profession generally, to the position of Honorary Life Member, Honorary Life President or Honorary Life Treasurer. Honorary Life Presidents and Honorary Life Treasurers shall be entitled to attend, speak and vote at meetings of the Company and Council. Honorary Life Presidents and Honorary Life Treasurers are entitled to attend and speak but not vote at meetings of the Executive Committee.

Honorary Life Members, Honorary Life Presidents and Honorary Treasurers are to be elected electronically (e-voting) or in such other manner as determined by the Executive Committee.

14. DISQUALIFICATION OF DIRECTORS

- 14.1. The office of a director shall be vacated:
 - (a) if he ceases to be a director by virtue of any provision of the Act or of these Articles or of any resolution duly passed pursuant to any such provision;
 - (b) if he becomes bankrupt or enters into any arrangement or composition with his creditors generally.
 - (c) if he becomes prohibited by law from being a director.
 - (d) if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs.

- (e) if he resigns his office by notice in writing to the Company delivered to the Company at its registered office or tendered at a meeting of the directors.
- (f) if having for more than three meetings been absent without permission of the Executive Committee from meetings of the Executive Committee held during that period the directors shall resolve that they have by reason of such absence vacated office.

15. DIRECTORS' APPOINTMENTS AND INTERESTS

- 15.1. Subject to the provisions of the Act, the directors may enter into an agreement or arrangement with any director for his employment by the Company or for the provision by him of any services outside the scope of the ordinary duties of a director. Any such appointment, agreement or arrangement may be made upon such terms as the directors determine and they may remunerate any such director for his services as they think fit.
- 15.1A A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared. A director must absent himself or herself from any discussions of the Company directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).
- 15.2. Subject to the provisions of the Act, and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
 - (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
 - (b) may be a director 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 Company or in which the Company is otherwise interested; and
 - (c) shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such office or employment or from 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.
- 15.3. For the purposes of Article 15.2:

- (a) a general notice given to the directors that a director 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 director has an interest in any such transaction of the nature and extent so specified; and
- (b) an interest of which a director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

- 15.4. A director may vote as a director in regard to any contract or arrangement in which he is interested or upon any matter arising thereout, and if he shall so vote his vote shall be counted and he shall be reckoned in estimating a quorum when any such contract or arrangement is under consideration.
- 15.5. The Company 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 director from voting at a meeting of directors or of a committee of directors.
- 15.6. Where proposals are under consideration concerning the appointment of two or more directors to offices or employment with the Company or any body corporate in which the Company is interested the proposals may be divided and considered in relation to each director separately and (provided he is not for another reason precluded from voting) each of the directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

15A. CONFLICTS OF INTERESTS AND CONFLICTS OF LOYALTIES

15A.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
- (c) the unconflicted directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying.

- 15A.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

16. PROCEEDINGS OF DIRECTORS

- 16.1. Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. A director may, and the Secretary at the request of a director shall, call a meeting of the Executive Committee. Questions arising at a meeting shall be decided by a majority of votes. Each director has one vote. In the case of an equality of votes, the President shall not have a second or casting vote.
- 16.2. The quorum for the transaction of the business of the Executive Committee may be fixed by the directors and unless so fixed at any other number shall be five.
- 16.3. The continuing directors or a sole continuing director may act notwithstanding any vacancies in their number, but, if the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 16.4. 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.
- 16.5. A resolution in writing signed by a majority of the directors entitled to notice of a meeting of the directors or by all the members of a committee for the time being (which resolution may consist of two or more documents in the like form each signed by one or more of the said directors or the said members of such committee) or a resolution to which a majority of such directors or every such member of the committee has signified his approval in writing or by electronic communication shall be as valid and effectual as if it had been passed at a meeting of the directors or of such committee (as the case may be) duly called and constituted.

17. OFFICERS

- 17.1. If the office of President, a Vice President, Treasurer or President-Elect is vacant for any reason or if any Officer resigns, dies, becomes unable to discharge the duties of office or ceases to be a director for any reason, the Council must, as soon as possible, elect a successor from their number, to serve for the unexpired term. In the case of the office of the President that person is eligible for re-election to a full term as President.

17.2. The President, or President – Elect or a director delegated by the President, presides at all meetings of the Council.

17.3. The Vice Presidents shall:

- (a) carry out such functions and duties as the President or Executive Committee may delegate, and

17.4. The Treasurer is responsible for:

- (a) keeping financial records of the Association, and
- (b) rendering financial statements to the directors, members and others when required.

17.5 The President-Elect shall:

- (a) carry out such functions and duties as the President or Executive Committee may delegate, and
- (b) act on behalf of the President in his or her absence from any meeting of the Company, Executive Committee, Council or any committee.

18. MINUTES

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 Company and of the directors, and of committees of directors, including the names of the directors present at each such meeting.

18A. CHIEF EXECUTIVE OFFICER/SECRETARY GENERAL

- (a) The directors may appoint a person to the position of Chief Executive Officer/ Secretary General for such period, and on such terms, as the directors determine.
- (b) The directors may confer on the Chief Executive Officer/ Secretary General any of the powers that the directors may exercise.
- (c) The directors may vary or revoke a conferral of any power on the Chief Executive Officer/ Secretary General.

- (d) Subject to existing contractual arrangements the directors may at any time vary or revoke an appointment of a Chief Executive Officer/ Secretary General.

19. **SECRETARY**

19.1. Subject to the provisions of the Act, the Secretary (who may also be the Chief Executive Officer/ Secretary General) shall be appointed by the directors for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

19.2. The Secretary is responsible for:

- (a) producing and keeping custody of minutes of all meetings of the Company and of the board of directors.
- (b) issuing notices of meetings and supporting documentation.
- (c) maintaining the register of members.
- (d) establishing and maintaining relations with other associations and organisations; and
- (e) carrying out other duties as may be required by the Council and any Executive Committee.

20. **ACCOUNTS**

No member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the directors or by ordinary resolution of the Company.

21. **NOTICES**

21.1. Any notice to be given to or by any person pursuant to the articles (other than a notice calling a meeting of the directors) shall be in writing or shall be given using electronic communications to an address for the time being notified for that purpose to the person giving the notice.

In this regulation, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.

21.2. The Company may give any notice to a member either personally 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 or by giving it using electronic communications to an address for the time being notified to the Company by the member.

In this regulation and the next, “address”, in relation to electronic communications, includes any number or address used for the purposes of such communications.

- 21.3. A member present, either in person or by proxy, at any meeting of the Company or of the holders of any class of shares in the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 21.4. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that that the notice was given. Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted or, in the case of a notice contained in an electronic communication, at the expiration of 48 hours after the time it was sent.

22. INDEMNITY AND INSURANCE

- 22.1. Every Officer and past Officer (with the exception of any auditor) of the Company is hereby indemnified by the Company to the fullest extent permitted by law against a liability incurred by that person as an Officer of the Company or a subsidiary of the Company, including without limitation legal costs and expenses incurred in participating or being involved in or in defending Legal Proceedings.
- 22.2. The Company may pay the premium on a contract insuring a person who is or has been an Officer of the Company to the fullest extent permitted by law.
- 22.3. For the purposes of these Articles:
- (a) **‘Officer’** means a Director, an Alternate Director, a Secretary, an officer as defined by the Companies Act 2006 or the Chief Executive Officer/ Secretary General; and
 - (b) **‘Legal Proceedings’** means any claim, action suit or demand, enquiry, Royal Commission or other regulatory investigation, whether civil or criminal, which relates to or arises in connection with the Officer being an officer of the Company or the employment of the Officer with the Company.

23. BENEFITS AND PAYMENTS TO CHARITY DIRECTORS AND CONNECTED PERSONS

23.1. *General provisions*

No director or connected person may:

- (a) buy any goods or services from the Company on terms preferential to those applicable to members of the public.
- (b) sell goods, services, or any interest in land to the Company.
- (c) be employed by, or receive any remuneration from, the Company.
- (d) receive any other financial benefit from the Company.

unless the payment is permitted by sub-clause (2) of this article or authorised by the court or the Charity Commission.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

23.2. *Scope and powers permitting directors' or connected persons' benefits*

- (a) A director or connected person may receive a benefit from the Company in the capacity of a beneficiary of the Company provided that a majority of the directors do not benefit in this way.
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to the Company where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a director or connected person may provide the Company with goods that are not supplied in connection with services provided to the Company by the director or connected person.
- (d) A director or connected person may receive interest on money lent to the Company at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to the Company. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of the Company on the same terms as members of the public.

23.3. *Payment for supply of goods only – controls*

The Company and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:

- (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between the Company or its directors (as the case may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of the Company.
- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
- (c) The other directors are satisfied that it is in the best interests of the Company to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
- (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to the Company.
- (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
- (f) The reason for their decision is recorded by the directors in the minute book.
- (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 23.

23.4. In sub-clauses (2) and (3) of this article:

- (a) 'charity' includes any company in which the Company:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.

- (b) 'connected person' includes any person within the definition in article 1 'Interpretation'.

24. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES

24.1. If the Company is a charity the directors must comply with the requirements of the Charities Act 2011 with regard to the:

- (a) transmission of a copy of the statements of account to the Commission;
- (b) preparation of an Annual Report and the transmission of a copy of it to the Commission;
- (c) preparation of an Annual Return and its transmission to the Commission.

24.2. If the Company is a charity the directors must notify the Commission promptly of any changes to the Company's entry on the Central Register of Charities.