

No 05833769

**The Companies Act 1985**

**Company Limited by Guarantee And Not Having A Share Capital**

**ARTICLES OF ASSOCIATION**

**of**

**THE ASSOCIATION OF RESEARCH MANAGERS & ADMINISTRATORS (UK) (“the Association”)**

**(amended by special resolution on 17 June 2008)**

## Interpretation

1 In these Articles the following words and phrases shall have the following meanings:-

**The Act** the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006 for the time being in force including any statutory modification or re-enactment thereof;

**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;

**electronic communication** has the meaning given by the Electronic Communications Act 2000;

**in writing** includes, without limitation, electronic communications;

**Office** the registered office of the Association;

**Research Organisations** universities in the United Kingdom or overseas or other publicly funded or not-for-profit bodies concerned with undertaking or funding research; and

**United Kingdom** Great Britain and Northern Ireland.

2 Unless the context otherwise requires, words or expressions contained in the Articles bear the same meaning as in the Act. Use of any gender includes the other genders.

## Members

3 Membership of the Association shall be open to the following persons:

3.1 employees of Research Organisations who have a predominantly administrative or managerial involvement in any discipline of research, who shall be 'Ordinary Members'; and

3.2 organisations concerned with the supply of services in respect of research activities of Research Organisations, who shall be 'Commercial Members'.

4 The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the Articles shall be members of the Association. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the directors require executed by him. No member shall be admitted a member of the Association unless he is approved by the directors.

5 A member may at any time withdraw from the Association by giving at least seven clear days' notice to the Association. Membership shall not be transferable and shall cease on the death of the member or failure by the member to meet any of the membership criteria in the Articles.

6 The directors may, acting by a two-thirds majority, terminate the membership of any member but the requirements of natural justice shall be respected and a member shall be entitled to be heard in his own defence by the directors or a committee of the directors.

7 The Association is established for the purposes expressed in the Memorandum of Association.

8 It shall be lawful for the directors to provide for the admission of such persons as they may think fit to be friends or associates of the Association and for the rights, duties and liabilities (if any) of such friends or associates but so that such persons shall not by virtue of being friends or

associates as aforesaid be members of the Association and their rights (if any) shall not include a right to speak or vote at general meetings of the Association. The Association shall keep an accurate register of such friends or associates of the Association.

9 Members shall pay the annual subscription fee as set from time to time by the directors.

### **General meetings**

10 The Association shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. Provided that so long as the Association holds its first annual general meeting within 18 months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting in each year shall be held at such time and place as the directors shall appoint.

11 The directors may call general meetings and, on the requisition of members pursuant to the provision of the Act, shall forthwith proceed to convene a general meeting in accordance with the provision of the Act. If there are not within the United Kingdom sufficient directors to call a general meeting, any director or any other member of the Association may call a general meeting.

### **Notice of general meetings**

12 All general meetings including annual general meetings shall be called by at least 14 clear days' notice but a general meeting may be called by shorter notice if it is so agreed by not less than 90 per cent of the members having a right to attend and vote at a general meeting.

13 The notice shall specify the date, time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such. The notice shall be given to all the members and to the directors and auditors (if any).

14 The accidental omission to give notice of a meeting (or a resolution intended to be moved at a meeting) to, or the non-receipt of notice of a meeting (or a resolution intended to be moved at a meeting) by, any one or more persons entitled to receive notice, shall be disregarded for the purpose of determining whether notice has been duly given.

### **Proceedings at general meetings**

15 No business shall be transacted at any meeting unless a quorum is present. Thirty-five persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a Commercial Member, shall be a quorum.

16 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during the 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 other time as the directors may determine.

17 The chairperson, if any, of the board of directors or in his absence a deputy chairperson or some other director nominated by the directors shall preside as chairperson of the meeting, but if neither the chairperson nor such other director (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the directors present shall elect one of their number to be chairperson or if there is only one director present and willing to act he shall be chairperson.

- 18 If no director is willing to act as chairperson, or if no director is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairperson.
- 19 The chairperson 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 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise, the chairperson shall state the proposed date, time and place of the adjourned meeting at the meeting before its adjournment, in which case it shall not be necessary to give any other notice.
- 20 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:
- 20.1 by the chairperson; or
- 20.2 by at least two members having the right to vote at the meeting; or
- 20.3 by a member or members representing not less than one-tenth of the total voting rights of all members having the right to vote at all meetings;
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
- 21 Unless a poll is duly demanded (and is not subsequently withdrawn) a declaration by the chairperson 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.
- 22 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
- 23 A poll shall be taken as the chairperson directs and he may appoint scrutineers (who need not be members) and fix a time and a 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.
- 24 A poll demanded on the election of a chairperson 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 other time and place as the chairperson 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 for 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.
- 25 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

## **Votes of members**

26 On a poll every Ordinary Member present in person or by proxy and every Commercial Member that is present by a duly authorised representative or by proxy shall have one vote. On a show of hands:-

26.1 every Ordinary Member who (being an individual) is present in person or by proxy; and

26.2 every Commercial Member that (being a company or other organisation) is present by a duly authorised representative or by proxy;

shall have one vote, save always that where a proxy or a representative is himself a member and entitled to vote, such member shall have one vote only on a show of hands.

27 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairperson whose decision shall be final and conclusive.

28 An appointment of a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the directors may approve):

*[Name] of [address] [Membership number]*

*being a member of the above named Association, hereby appoints [name] of [address] or failing him [the chairperson] or [name] of [address]*

*as my/its proxy to vote in my/its name and on my/its behalf at the general meeting of the Association to be held on [date] and at any adjournment thereof.*

*Signed on [date]*

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

*[Name] of [Address] [membership number]*

*being a member of the above named Association, hereby appoints [name] of [address] or failing him [the chairperson] or [name] of [address]*

*as my/its proxy to vote in my/its name and on my/its behalf at the general meeting of the Association, to be held on [date] and at any adjournment thereof.*

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

*Resolution No1 † for † against*

*Resolution No 2 † for † against*

*† Strike out whichever is not desired.*

*Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.*

*Signed on [date]*

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 directors may:

30.1 in the case of an instrument in writing be deposited at the Office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

30.2 in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications:

30.2.1 in the notice convening the meeting, or

30.2.2 in any instrument of proxy sent out by the Association in relation to the meeting, or

30.2.3 in any invitation contained in an electronic communication to appoint a proxy issued by the Association 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;

30.2.4 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

30.2.5 where a 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 chairperson 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 in the next, "address" in relation to electronic communications includes any number or address used for the purpose of such communications.

31 A vote given or poll demanded by a proxy or by the duly authorised representative of a Commercial Member shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the Office or at such other place at which the instrument of the 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.

### **Number of directors**

32 Unless otherwise determined by ordinary resolution, the number of directors (other than alternate directors) shall be not less than five and not more than 17 reducing in accordance with regulation 37 with effect from 1 August 2009.

33 The following shall be designated as Executive Directors:-

33.1 Chairperson;

- 33.2 Director of Training and Deputy Chairperson;
  - 33.3 Director of Member Services and Deputy Chairperson;
  - 33.4 Secretary;
  - 33.5 Treasurer; and
  - 33.6 Director of Conference Planning.
- 34 Executive Directors shall be elected by the members in accordance with regulations 53 to 57 below and then approved at general meeting. If a post should fall vacant for an Executive Director between general meetings, the directors may appoint any one of the other directors or any member to hold the relevant office until the next general meeting, at which time the position shall be filled, following an election in accordance with regulations 53 to 57 below, for the remainder of the relevant Executive Appointment Period (as defined in regulation 49 below).
- 35 In addition to the Executive Directors, up to a further eleven directors (reducing to three in accordance with regulation 37) may be appointed by the members, as non-executive directors, in accordance with regulations 53 to 57 below.
- 36 The roles of the Executive Directors and the other directors shall be determined by the board of directors as it from time to time sees fit.
- 37 The maximum number of directors shall be as follows:-
- 37.1 17 (seventeen) directors (comprising 6 Executive Directors and 11 non-executive directors) from the date of adoption of these Articles until 31 July 2009;
  - 37.2 14 (fourteen) directors (comprising 6 Executive Directors and 8 non-executive directors) from 1 August 2009 until 31 July 2010;
  - 37.3 11 (eleven) directors (comprising 6 Executive Directors and 5 non-executive directors) from 1 August 2010 until 31 July 2011; and
  - 37.4 9 (nine) directors (comprising 6 Executive Directors and 3 non-executive directors) with effect from 1 August 2011.

#### **Alternate Directors**

- 38 Any director (other than an alternate director) may appoint any other director, or any member approved by resolution of the directors and willing to act, to be an alternate director and may remove from office an alternate director so appointed by him.
- 39 An alternate director shall be entitled to attend and vote at any meeting at which the director appointing him is not personally present and generally to perform all the functions of his appointer as a director in his absence but shall not be entitled to receive any remuneration from the Association for his services as an alternate director.
- 40 An alternate director shall cease to be an alternate director if his appointer ceases to be a director; but, if a director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.

- 41 Any appointment or removal of an alternate director shall be by notice to the Association signed by the director making or revoking the appointment or in any other manner approved by the directors.
- 42 Save as otherwise provided in the Articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the director appointing him.

### **Powers of directors**

- 43 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the directors who may exercise all the powers of the Association. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the directors by the Articles and a meeting of directors at which a quorum is present may exercise all powers exercisable by the directors.
- 44 The directors may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

### **Delegation of directors' powers**

- 45 The directors may delegate any of their powers to any committee consisting of three or more members, of which at least one shall be a director. They may also delegate to any one or more directors such of their powers as they consider desirable to be exercised by him or them. Any such delegation may be made subject to any terms of reference or any conditions the directors may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such terms of reference or other conditions, the proceedings of a committee shall be governed by the Articles regulating the proceedings of directors, so far as they are capable of applying.

### **Appointment and retirement of directors**

- 46 All appointments of directors shall be approved by the members at general meeting following nomination in accordance with regulations 53 to 57 below.
- 47 No person other than a director retiring by rotation shall be appointed or reappointed as a director at general meeting unless:-
- 47.1 he has been nominated in accordance with regulations 53 to 57; and
  - 47.2 he is willing and able to act as a director.
- 48 The Executive Directors shall retire by rotation with effect from 31 July in the years determined as set out below:-
- 48.1 Secretary: 2009 and every third year thereafter;
  - 48.2 Director of Conference Planning: 2010 and every third year thereafter;
  - 48.3 Chairperson: 2010 and every third year thereafter;

- 48.4 Director of Member Services and Deputy Chairperson: 2012 and every third year thereafter;
- 48.5 Director of Training and Deputy Chairperson: 2011 and every third year thereafter; and
- 48.6 Treasurer: 2011 and every third year thereafter.
- 49 All directors shall be appointed with effect from 1 August in the same year as the general meeting at which their appointments are approved, unless an alternative effective date is stated in the resolution appointing such director. The period for which an Executive Director is appointed to fill a formal vacancy arising under regulation 48 shall be three years (the "Executive Appointment Period"). The period for which a non-executive director is appointed shall be three years, unless an alternative period of office (which may or may not commence on 1 August in the year of the general meeting) is stated in the resolution appointing such director.
- 50 An Executive Director shall not be entitled to hold the same office for more than two full consecutive Executive Appointment Periods, save always that any director appointed at general meeting to fill a vacancy arising during the course of an Executive Appointment Period shall be entitled to:-
- 50.1 serve in that vacant position for the remainder of the applicable Executive Appointment Period; and
- 50.2 be reappointed to the same office for a further two full consecutive Executive Appointment Periods.
- 51 At any general meeting after a member has served as a director, other than an Executive Director, for a continuous period of six years or more, such member shall be eligible for appointment as an Executive Director but shall not otherwise be eligible for reappointment as a non-executive director without a break from serving as a non-executive director for at least one year.
- 52 All directors retiring by rotation shall retire with effect from 31 July in the same year as the general meeting at which their retirement is noted subject always to earlier retirement or removal in accordance with these Articles or the Act.

### **Nomination of Directors**

- 53 Any Ordinary Member can put him or herself forward for election to the Board by notice for the attention of the Secretary in the form specified by the board from time to time or in any other form which is usual or which the directors may approve on or before 1 March in the relevant year.
- 54 The directors shall appoint annually an independent returning officer who shall be responsible for the conduct of all elections.
- 55 Subject to the approval of the directors and to such other provisions for the nomination of directors as the directors may from time to time determine, the directors shall arrange for the elections for nominations to be held each year prior to the annual general meeting:
- 55.1 to fill any vacancies for Executive Directors that have arisen or that are scheduled for reappointment or that will fall vacant in that year; and
- 55.2 to fill any vacancies that have arisen for non-executive directors or any such positions that are scheduled for reappointment or will fall vacant in that year.

- 56 The determination of an election shall be by single transferable vote and governed by the procedures recommended from time to time by the Electoral Reform Society of Great Britain and Ireland.
- 57 Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the general meeting of those persons who have been successfully nominated by election for appointment or re-appointment as a director at such general meeting. The notice shall give such particulars of those persons as the directors see fit.

### **Disqualification and removal of directors**

- 58 The office of a director shall be vacated if:
- 58.1 he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director; or
  - 58.2 he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - 58.3 he is, or may be, suffering from mental disorder and either:
    - 58.3.1 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 (Care and Treatment) (Scotland) Act 2003 (including, in each case, any statutory modification or re-enactment thereof for the time being in force); or
    - 58.3.2 an order is made by a court having jurisdiction (whether the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or the other person to exercise powers with respect to his property or affairs; or
  - 58.4 he resigns his office by notice to the Association; or
  - 58.5 he shall for twelve or more consecutive months have been absent without permission of the directors from meetings of directors held during that period and the directors resolve that his office be vacated.

### **Directors' expenses**

- 59 The directors may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of directors, committees of directors or general meetings.

### **Directors' appointments and interests**

- 60 Subject to the provisions of the Act and the Memorandum of Association and provided that he has disclosed to the directors the nature and extent of any material interest of his, a director notwithstanding his office:
- 60.1 may be a party to, or otherwise be interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;

- 60.2 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 Association or in which the Association is otherwise interested; and
- 60.3 shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment, from any such transaction or arrangement or from any interest in such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
- 61 For purposes of regulation 60:
- 61.1 a general notice is 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
- 61.2 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.

### **Proceedings of directors**

- 62 Subject to the provisions of the Articles, the directors may regulate their proceedings as they think fit. Any director may call a meeting of the directors. It shall not be necessary to give notice of a meeting to a director who is absent from the United Kingdom. Questions arising at the meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairperson shall have a second or casting vote. A director who is also an alternate director shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.
- 63 The quorum for the transaction of the business of the directors may be fixed by the directors and unless so fixed at any other number shall be one-third of the then current number of directors or four directors (whichever is greater). A person who holds office only as an alternate director shall, if his appointer is not present, be counted in the quorum.
- 64 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.
- 65 The chairperson shall be the chairperson of the board of directors and shall preside at every meeting of directors at which he is present. If the chairperson is not present within 5 minutes after the time appointed for the meeting, one of the deputy chairpersons shall be chairperson, or, failing that, the directors present may appoint one of their number to be chairperson of the meeting.
- 66 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 person had been duly appointed and was qualified and had continued to be a director and had been entitled to vote.
- 67 A resolution in writing signed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors shall be as valid and effectual as if it had been passed at a meeting of directors or (as the case may be) a committee of directors duly convened and held and may consist of several documents in the like form each signed by one or more directors. A resolution signed by an alternate director need not also be signed by his appointer and, if it is signed by a

director who has appointed an alternate director, it need not be signed by the alternate director in that capacity.

- 68 Any director or his alternate may validly participate in a meeting of the directors or a committee of directors through the medium of conference telephone or similar form of communication equipment provided that all persons participating in the meeting are able to hear and speak to each other throughout the meeting. A person so participating shall be deemed to be present in person at the meeting and shall accordingly be counted in the quorum and be entitled to vote. Subject to the Act, all business transacted in such manner by the directors or a committee of the directors shall for the purposes of the Articles be deemed to be validly and effectively transacted at a meeting of the directors or of a committee of the directors notwithstanding that fewer than the requisite number of directors for a quorum are physically present at the same place. Such a meeting shall be deemed to take place where the largest group of directors participating is assembled or, if there is no such group, where the chairperson of the meeting then is.
- 69 Save as otherwise provided by the Articles, a director shall not vote at a meeting of directors or at a committee of directors 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 Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- 69.1 the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association;
- 69.2 the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Association for which the director has assumed responsibility in whole or part whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
- 69.3 the resolution relates in a way to a retirement benefits scheme which has been approved, or is conditional upon approval, by HM Revenue and Customs for taxation purposes.
- 70 For the purposes of regulation 69, 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 Association), connected with a director shall be treated as an interest of the director and, in relation to an alternate director, an interest of his appointor shall be treated as an interest of the alternate director without prejudice to any interest which the alternate director has otherwise.
- 71 A director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 72 The Association 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.
- 73 If a question arises at a meeting of directors or of a committee of directors as to the right of a director to vote, the question may, before the conclusion of the meeting, be referred to the chairperson of the meeting and his ruling in relation to any director other than himself shall be final and conclusive.

## Minutes

- 74 The directors shall cause minutes to be made in books kept for the purpose of all proceedings at general meetings of the Association, and at meetings of the directors, and of committees of directors, including the names of the directors present at each such meeting.

## **Accounts**

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

## **Notices**

- 76 Any notice given to or by any person pursuant to the Articles shall be in writing (including by electronic communications) except that a notice calling a meeting of the directors need not be in writing.
- 77 The Association 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 communication to an address for the time being notified to the Association by the member. A member whose registered postal address is not within the United Kingdom may give to the Association an address for the purpose of electronic communications at which notices may be given to him and shall be entitled to have notices given to him at that address, but no such member shall also be entitled to receive any postal notice from the Association. In this regulation, "address" in relation to electronic communications includes any number or address used for the purpose of such communications.
- 78 A member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 79 Proof that the 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 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.

## **Winding up**

- 80 On the winding-up and dissolution of the Association the provisions of the Memorandum of Association shall have effect as if repeated in the Articles.

## **Indemnity**

- 81 Subject to the provisions of the Act but without prejudice to any indemnity to which a director may otherwise be entitled, every director or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.