

**No. 2350422**

**THE COMPANIES ACT 1985**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**NEW ARTICLES OF ASSOCIATION**

**OF**

**THE IMMIGRATION LAW PRACTITIONERS'**

**ASSOCIATION LIMITED**

**THE COMPANIES ACT 1985**  
**COMPANY LIMITED BY GUARANTEE**  
**AND NOT HAVING A SHARE CAPITAL**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE IMMIGRATION LAW PRACTITIONERS' ASSOCIATION LIMITED**  
**(adopted by special resolution passed 7 December 1998 and**  
**amended by special resolution passed 29 November 2003 and special resolution**  
**passed 21 November 2009)**

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**INTERPRETATION**

1 In these articles the following words and expressions shall have the following meanings, if not inconsistent with the subject or context:

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

**the articles** means the articles of association of the Association for the time being in force;

**the Association** means the above-named Association;

**clear days** in relation to the period of a notice means the 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;

**Former member of ILPA** means a member of ILPA as at the date of adoption of these articles

**in writing** means in writing, or any substitute for writing, or both;

**ILPA** means the unincorporated association known as the "Immigration Law Practitioners' Association";

**members** means members of the Association, whatever their category of membership;

**month** means calendar month;

**office** means the registered office of the Association;

**organisation** means any organisation, firm, company or other body, whether or not incorporated;

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

**the United Kingdom** means Great Britain and Northern Ireland;

and words which refer to a single number also refer to plural numbers and vice versa words importing one gender only shall include any gender; references to a 'person' or 'people' include companies, unincorporated associations and so on.

Unless the context otherwise requires, and subject to the foregoing, words or expressions contained in these articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these articles become binding on the Association.

## **MEMBERS**

- 2 There shall be two categories of membership, membership which is open to individuals and membership which is open to organisations.
- 3 Membership of the Association shall be open to any individual who is:
  - (1) a lawyer, legal worker, teacher or student of law, apprentice lawyer, or other person who, in the opinion of the Executive Committee, is substantially engaged or interested in the law; and
  - (2) in general sympathy with the objects of the Association, but membership shall not be granted to any individual undertaking advisory or representation work unless:
    - (a) the individual is a member of a recognised professional body exercising a disciplinary function in respect of professional misconduct by the individual; or
    - (b) the individual is an employee of an organisation which is subject to professional discipline as described in (a) above; or
    - (c) the individual is an employee of an organisation which is a charitable or non-profit making organisation with a constitution whose terms are consistent with the objectives of the Association's constitution; or
    - (d) the individual is an employee of an organisation which is in receipt of funds as provided for in section 23 of the Immigration Act 1971 or any statutory re-enactment thereof
  - (3) named as an adviser on a registration certificate issued by the Office of the Immigration Services Commissioner or has been notified to and accepted by the Office of the Immigration Services Commissioner as a competent adviser by an organisation with a certificate of exemption issued by the Office of the Immigration Services Commissioner and is in general sympathy with the objects of the Association.
- 4 Membership of the Association shall be open to any organisation which is:

- (1) in the opinion of the Executive Committee substantially engaged or interested in the law; and
  - (2) in general sympathy with the objects of the Association, but membership shall not be granted to any such organisation undertaking advisory or representation work unless:
    - (a) the organisation is a member of a recognised professional body exercising a disciplinary function in respect of professional misconduct by the organisation; or
    - (b) the organisation is a charitable or non-profit making organisation with a constitution whose terms are consistent with the objectives of the Association's constitution; or
    - (c) the organisation is in receipt of funds as provided for in section 23 of the Immigration Act 1971 or any statutory re-enactment thereof.
  - (3) holds a registration certificate or certificate of exemption issued by the Office of the Immigration Services Commissioner and is in general sympathy with the objects of the Association.
- 5 Former members of ILPA shall be deemed to be members of the Association for all purposes with effect from the date of adoption of the articles until the time at which their membership of ILPA would otherwise have fallen due for renewal (being the end of their subscription year with ILPA), when they shall no longer be deemed to be members of the Association under the provisions of this article.
- 6 Any Former member of ILPA who was a member of ILPA prior to the amendment of its constitution which took place in 1992 shall be deemed to be eligible for membership of the Association, notwithstanding the provisions of articles 3 and 4, providing that:
- (a) he or she applies for membership of the Association within three months of their ceasing to be deemed to be a member under article 5; and
  - (b) at the time of their application for membership of the Association they satisfy the criteria for admission to the membership of ILPA applicable at the time they joined ILPA (broadly, that membership of ILPA shall be open to anyone who is a lawyer, legal worker, teacher or student of law, apprentice lawyer, or other person who, in the opinion of the Executive Committee, is substantially engaged or interested in the law and in general sympathy with the objects of ILPA).
- 7 (1) Every application for membership of the Association shall be in writing and in such form as the Executive Committee may direct and shall include the names and addresses of two satisfactory referees.
- (2) The Executive Committee may admit to membership any person applying for admission.

- (3) Membership should be refused to any applicant who in the opinion of the Executive Committee is not of good character or good repute.
- (4) The Executive Committee shall not be obliged to give reasons for refusal of membership.
- (5) The Executive Committee shall have power to require such further information as it deems necessary to determine an application.
- 8 Every member shall observe and be bound by the articles herein for the time being and shall keep the Association informed of his, her or its current postal address.
- 9 A member which is an organisation may authorise such person as it thinks fit to act as its representative at any general meeting of the Association and may from time to time revoke such authorisation and authorise another representative in their place.
- 10 Any member may resign from the Association by giving written notice to the Secretary; provided that a member so resigning shall not be entitled to any refund of subscription, and shall remain liable for any subscription remaining unpaid at the time of his, her or its resignation. If any member shall have failed to pay his, her or its subscription for a period of three months he, she or it shall be deemed to have resigned.
- 11 If any member (save for any member who is a Former member of ILPA of the kind referred to in article 12) shall cease to fulfil the requirements for membership set out in articles 3 or 4 (as the case may be) he, she or it shall be ineligible to continue membership and their membership shall lapse at the end of the subscription year. Any member in respect of whom this article applies will be notified of the ground of article 3 or 4 which applies (as the case may be) and may request a review of the assessment of eligibility by the President of the Association.
- 12 Any member who is a Former member of ILPA and who became a member of ILPA prior to the amendment of its constitution which took place in 1992 who ceases to fulfil the requirements for admission to membership of ILPA referred to in article 6 shall be ineligible to continue membership of the Association and their membership shall lapse at the end of the subscription year. Any member in respect of whom this article applies will be notified of the ground of article 6 which applies and may request a review of the assessment of eligibility by the President of the Association.
- 13 Members of the Association may include the words "Members of the Immigration Law Practitioners Association" on their brochures, promotional information and in entries relating to them in reputable law lists, legal directories and biographical references. Any reference to membership of the Association on official stationery, letterhead or business cards shall be a disciplinary offence unless in a standard form approved for this purpose by the Executive Committee.

#### **DUTIES OF MEMBERS**

- 14 Every member of the Association shall be bound to pay to the Association such annual subscription as the Executive Committee shall from time to time determine, unless the Executive Committee shall at its absolute discretion otherwise decide.

## **DISCIPLINARY PROCEDURE**

15. If any member be guilty of any conduct which in the opinion of the Executive Committee is injurious to the interests of the Association he, she or it may be expelled or suspended from the Association by resolution of the Executive Committee depending on the gravity of the conduct.
16. The Executive Committee shall make regulations relating to disciplinary matters ("Disciplinary Regulations for Members") setting out the procedures for the making of a complaint against a member and the investigation and determination of that complaint by the Executive Committee and may amend the same, from time to time.
17. The Disciplinary Regulations for Members from time to time in force shall include provision for the review of any disciplinary decision taken against a member by a Reviewing Panel comprising the President and two assessors and provide that the Executive Committee shall act in accordance with any recommendation of the Reviewing Panel.
18. The Executive Committee shall take such steps as they deem sufficient to bring to the notice of the members of the Association the Disciplinary Regulations for Members for the time being in force.
19. Copies of the Disciplinary Regulations for Members shall be available to any person who requests them.
20. In the case of any inconsistency between the Disciplinary Regulations for Members and the Memorandum and articles, the provisions in the Memorandum and articles shall prevail. Articles 78 and 79 shall not apply to the Disciplinary Regulations for Members.

## **GENERAL MEETINGS**

21. All general meetings other than annual general meetings shall be called extraordinary general meetings.
22. The Executive Committee may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition.

## **NOTICE OF GENERAL MEETINGS**

23. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
  - (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 than having a right to attend and vote being a majority together holding not less ninety per cent of the total voting rights on a poll at the meeting of all 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, shall specify the meeting as such. The notice shall be given to all the members, to the members of the Executive Committee and to the auditors.

- 24 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**

- 25 No business shall be transacted at any general meeting unless a quorum is present. Not less than twenty persons in number, each being an individual member or a proxy for a member or a duly authorised representative of an organisation which is a member, shall be a quorum.

- 26 If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place or such time and place as the Executive Committee may determine.

- 27 The President for the time being of the Association shall preside as chair of the meeting, but if the President shall not be present within fifteen minutes after the time appointed for the meeting and willing to act, the members of the Executive Committee present shall choose one of their number to chair the meeting and if there is only one member of the Executive Committee present and willing to act, he or she shall chair the meeting.

- 28 If no member of the Executive Committee is willing to act as chair of the meeting or if no member of the Executive Committee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to chair the meeting.

- 29 A member of the Executive Committee shall, notwithstanding that he or she is not a member of the Association, be entitled to attend and speak at any general meeting.

- 30 The chair of the meeting 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 fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

- 31 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 chair of the meeting; or
- (b) by a 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 on a poll 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.

- 32 Unless a poll is duly demanded a declaration by the chair of the meeting 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.
- 33 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair of the meeting 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.
- 34 A poll shall be taken as the chair of the meeting directs and he or she 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.
- 35 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
- 36 A poll demanded on the election of a chair of the meeting 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 chair of the meeting directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 37 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**

- 38 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 chair of the meeting whose decision shall be final and conclusive.
- 39 On a poll votes may be given personally or by proxy.
- 40 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Executive Committee may approve):

" The Immigration Law Practitioners' Association Limited

I/We, \_\_\_\_\_ of \_\_\_\_\_

being a member/members of the above-named company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him, \_\_\_\_\_ of \_\_\_\_\_, as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be held on \_\_\_\_\_, and any adjournment thereof.

Signed on \_\_\_\_\_."

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

"The Immigration Law Practitioners' Association Limited

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member/members of the above-named company, hereby appoint \_\_\_\_\_ of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_ as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the company to be held on and any adjournment thereof.

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

Resolution No 1 \*for \* against

Resolution No 2 \*for \*against

\* Strike out whichever is not desired.

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

Signed this \_\_\_\_\_ day of \_\_\_\_\_

- 42 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notorially or in some other way approved by the Executive Committee may:

- (a) be deposited at the office or at such other place within the United Kingdom as specified in the notice convening the meeting or in any form of 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
- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

- (c) 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 chair of the meeting or to the secretary;

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

- 43 A vote given or poll demanded by a proxy or by the duly authorised representative of an organisation which is a 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 proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 44 On a show of hands every member present in person, or being an organisation, by its duly authorised representative shall have one vote. On a poll, every member who is an individual and is present in person or by proxy shall have one vote and every member which is an organisation and is present by proxy or by its authorised representative shall have two votes.

#### **OFFICERS**

- 45 There shall be a President of the Association who shall be appointed annually at the annual general meeting. The President shall be eligible for re-appointment.
- 46 There shall be a Chair, a Secretary and a Treasurer of the Association each of whom shall be elected annually at the annual general meeting. The Chair, the Secretary and the Treasurer shall be eligible for re-election.

#### **EXECUTIVE COMMITTEE**

- 47 The Executive Committee shall consist of:
  - (a) the President;
  - (b) the Chair;
  - (c) the Secretary;
  - (d) the Treasurer; and
  - (e) eight others (being individual members or representatives of members which are organisations) who shall be elected by the members in annual general meeting;
- 48 The Executive Committee may appoint any member or representative of a member which is an organisation as it thinks fit:
  - (a) to fill any office which falls vacant; or
  - (b) to fill any casual vacancy,

and may co-opt up to four others (being individual members or representatives of members which are organisations) as additional members of the Executive

Committee for a period up to the next following annual general meeting or for a particular term, purpose or period, but, unless the Executive Committee considers that there is special reason for so doing, a person who stood unsuccessfully for election as an officer or a member of the Executive Committee at the most recent elections shall not be co-opted as an additional member.

- 49 Every officer and member of the Executive Committee shall hold office until the next annual general meeting unless he or she is suspended or expelled from the Association in accordance with the articles.
- 50 The Executive Committee may appoint from its members a deputy Chair, assistant Secretary and assistant Treasurer.

#### **APPOINTMENT OF THE EXECUTIVE COMMITTEE**

51. Not less than thirty clear days before the date appointed for the annual general meeting in each year, notice shall be given to all members stating that nominations for elections of officers and other members of the Executive Committee may be made in writing to the Association.
- 52 No person shall be elected or re-elected a member of the Executive Committee at any annual general meeting, unless not less than twenty clear days before the date appointed for the meeting, notice executed by a member has been given to the Association nominating that person for election or re-election together with notice executed by that person of his or her willingness to be so elected or re-elected.
- 53 (1) If the Association shall have received a number of valid nominations not greater than the number of vacancies to be filled, the persons nominated shall at the said annual general meeting be declared to be elected. If the Association shall have received a number of valid nominations greater than the number of vacancies to be filled, the persons nominated to be elected shall be decided by vote in manner hereinafter appearing. The Secretary shall serve on each member a ballot paper not later than 10 days before the date of the said annual general meeting. There shall appear upon every ballot paper:
- (a) the name of each candidate;
  - (b) a statement of the occupation of each candidate, the approximate duration of his or her membership of the Association, and such other matter about him or her as the Executive Committee may direct;
  - (c) adequate provision and instruction for voting.
- (2) Each member who is an individual shall be entitled to one vote in the ballot and each member which is an organisation shall be entitled to two votes in the ballot.
- (3) The provisions herein as to the serving of notices shall apply to the serving of ballot papers.
- (4) Completed ballot papers shall be returned to the Secretary not later than the commencement of the annual general meeting failing which they shall not be counted. Those candidates who obtain the highest number of

votes, up to the number of vacancies to be filled, shall be declared elected, and any tie that has to be resolved shall be so resolved by lot.

### **POWERS OF THE EXECUTIVE COMMITTEE**

- 54 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 Executive Committee 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 Executive Committee 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 Executive Committee under the articles and a meeting of the Executive Committee at which a quorum is present may exercise all powers exercisable by the Executive Committee.
- 55 The Executive Committee may, by power of attorney or otherwise, appoint any person to be agent of the Association for such purposes and on such conditions as the Executive Committee may determine, including authority for the agent to delegate all or any of his powers.

### **DELEGATION OF THE EXECUTIVE COMMITTEE'S POWERS**

- 56 The Executive Committee may delegate any of its powers to any committee consisting of such persons as it thinks fit. Any such delegation may be made on such terms and subject to such conditions as the Executive Committee 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 committee with two or more members shall be governed by the articles regulating the proceedings of the Executive Committee so far as they are capable of applying.

### **DISQUALIFICATION AND REMOVAL OF MEMBERS OF EXECUTIVE COMMITTEE**

- 57 The office of a member of the Executive Committee shall *ipso facto* be vacated if:
- (a) he or she ceases to be a member of the Executive Committee by virtue of any provision of the Act or if he or she becomes prohibited by law from being a member of the Executive Committee; or
  - (b) he or she becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) he or she is, or may be, suffering from mental disorder and either:
    - (i) he or she is admitted to hospital in pursuance of an application for treatment under the Mental Health Act 1983 or, in Scotland an application for an 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 or she resigns his or her office by notice in writing to the Association; or
- (e) he or she attends no meetings of the Executive Committee during a period of six calendar months, and the Executive Committee pass a resolution that his or her office is vacated by reason of such non-attendance.

#### **REMUNERATION OF MEMBERS OF EXECUTIVE COMMITTEE**

- 58 No member of the Executive Committee shall receive any remuneration for his or her services unless the Association shall otherwise determine by special resolution.

#### **EXECUTIVE COMMITTEE MEMBERS' INTERESTS**

- 59 Subject to the provisions of the Act, and provided that he or she has disclosed to the Executive Committee the nature and extent of any interest of his, a member of the Executive Committee notwithstanding his office:

- (a) may be party, or otherwise interested in, any transaction or arrangement with the Association or in which the Association 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 Association or in which the Association is otherwise interested in; and
- (c) shall not, by reason of his office, be accountable to the Association 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.

- 60 For the purposes of article 59:

- (a) a general notice given to the Association that a member of the Executive Committee is to be regarded as having an interest of the nature and extent person or class of persons is interested shall be deemed to be a disclosure that specified in the notice in any transaction or arrangement in which a specified the member of the Executive Committee has an interest in any such transaction of the nature and extent so specified; and
- (b) any interest of which a member of the Executive Committee has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

- 61 A member of the Executive Committee shall not vote at a meeting of the Executive Committee on any resolution concerning a matter which he or she has any interest in and which conflicts or may conflict with the interests of the Association.

- 62 A member of the Executive Committee shall not be counted in the quorum present at a meeting of the Executive Committee in relation to a resolution on which he or she is not entitled to vote.

#### **PROCEEDINGS OF THE EXECUTIVE COMMITTEE**

- 63 Subject to the provisions of the articles, the Executive Committee may regulate its proceedings as it thinks fit. The Executive Committee may at any time and the Secretary upon the request of any member of the Executive Committee shall convene a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting to a member of the Executive Committee who is absent from the United Kingdom.
- 64 A resolution proposed at a meeting of the Executive Committee shall be declared carried if a simple majority (or such other majority as the Executive Committee may from time to time decide) of the members present and voting, vote in favour of the resolution.
- 65 The quorum for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed at any other number shall be not less than four in number of the members of the Executive Committee for the time being.
- 66 (1) A meeting of the members of the Executive Committee may consist of a conference between members of the Executive Committee some or all of whom are in different places provided that each member of the Executive Committee who participates is able:
- (a) to hear each of the other participating members of the Executive Committee addressing the meeting; and
  - (b) if he or she so wishes, to address all of the other participating members of the Executive Committee simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (2) Subject to the provisions of article 62, a quorum is deemed to be present if the conditions referred to in article 66(1) are satisfied in respect of at least the number of members of the Executive Committee required to form a quorum.
- (3) A meeting held in this way is deemed to take place at the place where the largest group of participating members of the Executive Committee is assembled or, if no such group is readily identifiable, at the place from where the chair of the meeting participates.
- 67 The continuing members of the Executive Committee may act notwithstanding any vacancies in their number, but, if the number of members of the Executive Committee is less than the number fixed as the quorum, the continuing members of the Executive Committee may act only for the purpose of filling vacancies or of calling a general meeting.
- 68 The Chair for the time being of the Association shall preside at every meeting of the Executive Committee but if the Chair shall not be present within fifteen minutes after the time appointed for the meeting, the members of the Executive Committee present may appoint one of their number to be chair of the meeting.
- 69 All acts done by a meeting of the Executive Committee, or of a committee of the Executive Committee, or by a person acting as a member of the Executive

Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the Executive Committee 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 member of the Executive Committee and had been entitled to vote.

- 70 A resolution in writing signed by all the members of the Executive Committee entitled to receive notice of a meeting of the Executive Committee or of a committee of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee of the Executive Committee duly convened and held and may consist of several documents in the like form each signed by one or more members of the Executive Committee.

### **MINUTES**

- 71 The Executive Committee shall cause minutes to be made in books kept for the purpose:
- (a) of all appointments of officers made by the Executive Committee, including those members co-opted by the Executive Committee; and
  - (b) of all proceedings at meetings of the Association and of the Executive Committee, and of the committees of the Executive Committee including the names of the members of the Executive Committee present at each such meeting.

### **BRANCHES**

- 72 Subject to the prior approval of the Executive Committee, groups of members may form branches of the Association in any locality and provide an organisation within which they should conduct their business which must be for, or conducive to, the objects of the Association. The Executive Committee may at its absolute discretion dissolve any such branches. Each branch shall be constituted and its affairs shall be carried on in accordance with articles approved from time to time by the Executive Committee.

### **NOTICES**

- 73 Any notice to be given to or by any person pursuant to the articles shall be in writing except that a notice calling a meeting of the Executive Committee need not be in writing.
- 74 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.
- 75 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.
- 76 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be

deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

### **INDEMNITY**

- 77 Subject to the provisions of the Act but without prejudice to any indemnity to which members of the Executive Committee may otherwise be entitled, every member of the Executive Committee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him as such member of the Executive Committee or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association. The Executive Committee shall have power to purchase and maintain for any member of the Executive Committee, officer or auditor of the Association, insurance against any such liability as is referred to in section 3 10(1) of the Act.

### **RULES OR BYE LAWS**

- 78 Subject always to these articles, the Executive Committee may from time to time make such Rules or Bye laws as it deems necessary or expedient or convenient for the proper conduct and management of the Association and for the purposes of prescribing the classes of and conditions of Membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules or Bye Laws regulate:
- (a) the admission and classification of members, 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 subscriptions and other fees or payments to be made by members; and
  - (b) the conduct of members.
- 79 The Association in general meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Executive Committee shall adopt such by such means as they deem sufficient to bring to the notice of members of the Association all such Rules or Bye Laws and any alteration or addition thereto or repeal thereof, which so long as they shall be in force, shall be binding on all members of the Association. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the articles and, in the case of any inconsistency between the Memorandum or the articles and the Rules or Bye Laws of the Association, the provisions in the Memorandum and the articles shall prevail.