



NABARRO NATHANSON

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MORANDUM
AND
ARTICLES OF ASSOCIATION
OF

CONCRETE BRIDGE DEVELOPMENT GROUP
COMPANY NUMBER: - 2693085
INCORPORATED THE 3RD MARCH 1992

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Richard Day
Executive Secretary
June 2021

CONCRETE BRIDGE DEVELOPMENT GROUP LIMITED

AT THE ANNUAL GENERAL MEETING OF THE GBDG DULY CONVENED MEETING ON-LINE ON 18 AUGUST 2021, THE FOLLOWING RESOLUTIONS WERE DULY PASSED.

ARTICLES OF ASSOCIATION

Article 3

The subscribers to the Memorandum and Articles of Association and such other corporations, organisations and persons as the Council shall admit as members in accordance with the Articles shall be members of the Association. No corporation, organisation or person shall be admitted as a member of the Association unless it/they have completed and delivered an application for membership in such form as the Council require and unless the application has been approved by Council.

All corporations and organisations will nominate a representative to act on behalf of the member and to promote Group activities.

Membership of the Association shall consist of the following:

- (a) Category 1 Corporate Members shall be contractors, consultants, suppliers and specialist services companies, industry organisations and associations.
- (b) Category 2 Educational Members shall be Universities and other academic organisations
- (c) Category 3 Bridge Owner Members shall be Organisations which commission, own, maintain and manage concrete bridges. The category shall be divided into 3 sub-categories; Category 3a: Large organisations, Category 3b: Medium organisations and Category 3c: Small organisations. The sub-category shall be allocated at the discretion of the Council.
- (d) Category 4 Sole Practitioner Members shall be small firms with 4 or fewer professional staff.
- (e) Category 5 Honorary Membership shall be granted at the discretion of the Council.

RESOLUTION ADOPTED UNANIMOUSLY

Article 31

The Council will, subject to Articles 29 and 30, comprise of:

- (a) Chairman
- (b) Company Secretary/ Executive officer
- (c) Nine representatives from Category 1 membership, to include at least 1 contractor and 1 consultant
- (d) Two representatives from Category 2 membership
- (e) Four representatives from Category 3a/3b/3c membership
- (f) One representative from Category 4 membership

RESOLUTION ADOPTED UNANIMOUSLY

Article 38

At every Annual General Meeting, Council members shall retire from office after a term of 2 years. Members in each category shall be invited to nominate their representatives for the ensuing year.

RESOLUTION ADOPTED UNANIMOUSLY

AT THE ANNUAL GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT ST HUGH'S COLLEGE OXFORD ON THE 6TH DAY OF JULY 2011, THE FOLLOWING RESOLUTIONS WERE DULY PASSED.

ARTICLES OF ASSOCIATION

Article 4

Any Corporate member shall give three months notice of intent to withdraw from membership in the following year or otherwise be committed to half of the following year's subscription or the full year's subscription if notice is given after 31 June in the year of issue of the invoice. Any member so withdrawing from membership shall not be entitled to any return of their subscription and be liable for all outstanding invoices and any so incurred as above.

RESOLUTION ADOPTED UNANIMOUSLY

Article 58

The accounting period to be amended from 1st April in one calendar year (to 30th March in the following calendar year) to the 1st January to 31st December in the same calendar year. Any member not settling their membership fees or other invoices within 3 months of issue may be temporarily suspended from membership and will be suspended from membership if not paid within 6 months of the date of issue of such said invoice(s) but liability will remain for such invoices.

RESOLUTION ADOPTED UNANIMOUSLY

Commitment statement on Application for Membership

I/We certify that the above statements are correct and agree, if elected to membership, to accept the current obligations of membership; that I/we have read and agree to be governed by and accept the Memorandum and Articles of Association (and as subsequently amended by notified Resolutions) and accept liability for subscription rates and other issued invoice(s) as long as I/we continue as a member.

RESOLUTION ADOPTED UNANIMOUSLY

AT THE ANNUAL GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT ST HUGH'S COLLEGE OXFORD ON THE 28TH DAY OF JUNE 2011, THE FOLLOWING RESOLUTIONS WERE DULY PASSED.

MEMORANDUM OF ASSOCIATION

Memorandum 3 (i)

To provide a focus for dialogue with central Government, local authorities, rail operators and other bridge owners.

RESOLUTION ADOPTED UNANIMOUSLY

ARTICLES OF ASSOCIATION

Article 3

The subscribers to the Memorandum and Articles of Association and such other corporations, organisations and persons as the Council shall admit as members in accordance with the Articles shall be members of the Association. No corporation, organisation or person shall be admitted as a member of the Association unless it/they have completed and delivered an application for membership in such form as the Council require and unless the application has been approved by Council.

All corporations and organisations will nominate a representative to act on behalf of the member and to promote Group activities.

RESOLUTION ADOPTED UNANIMOUSLY

Article 3 (b)

Category 2: Corporate Members shall be contractors, consultants, suppliers, specialist service companies and other corporation/organisation as decided by Council.

RESOLUTION ADOPTED UNANIMOUSLY

Article 4

A member may at any time withdraw from the Association by giving 3 months notice to the Association but shall be liable for any outstanding debts or payments still unpaid. Membership shall not be transferable.

RESOLUTION ADOPTED UNANIMOUSLY

Article 11

No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided six members/representatives personally present shall be a quorum.

RESOLUTION ADOPTED UNANIMOUSLY

Article 49

The Council may meet together for dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, four shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of equality of votes the Chairman shall have a second or casting vote.

RESOLUTION ADOPTED UNANIMOUSLY

AT THE ANNUAL GENERAL MEETING OF THE ABOVE-NAMED COMPANY, DULY CONVENED AND HELD AT ST HUGH'S COLLEGE OXFORD ON THE 5TH DAY OF APRIL 2005, THE FOLLOWING RESOLUTIONS WERE DULY PASSED.

ARTICLES OF ASSOCIATION

Article 58

The accounting period to be amended from 1st April in one calendar year (to 30th March in the following calendar year) to the 1st January to 31st December in the same calendar year.

RESOLUTION ADOPTED UNANIMOUSLY

Article 31

Following discussions at the Council Meeting of 24 June it been proposed to increase the number of positions on Council as follows:

Corporate Members (Category 2) from 5 to 8

Bridge Owners (4A/4B/4C) from 2 to 4

This was tabled and approved by the AGM on 24 June 2014.

THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

Of

CONCRETE BRIDGE DEVELOPMENT GROUP

1. The name of the Company (hereinafter called "the Association") is "CONCRETE BRIDGE DEVELOPMENT GROUP".
 2. The registered office of the Association is to be situated England and Wales.
 3. The Company's objects are:
 - (i) To provide a focus for dialogue with bridge owners including the Department of Transport, Local Authorities, British Rail and British Waterways.
 - (ii) To provide a forum for an integrated approach for design, construction, maintenance and management. To promote and encourage improvement of both productivity and technical performance by (a) the better use of established methods components and processes and (b) the promotion or innovative ideas and concepts.
 - (iii) To provide design and construction guidance and to make such guidance readily available to current and future generations of engineers. To promote good practice through education and training.
 - (iv) To counsel, advise and comment on National and International codes and standards.
 - (v) To ensure the contribution of the concrete bridge Industry to National Bridge programmes is based on the objectives of economy, productivity and excellence.
 - (vi) To identify research and development needs.
- the Association shall have the following powers exercisable in furtherance of its said objects but not otherwise, namely:
- (A) To purchase, take on lease or in exchange, hire or otherwise acquire real or personal property and rights or privileges, and to construct, maintain and alter buildings or erections.
 - (B) To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association.
 - (C) To undertake and execute any charitable trusts which may lawfully be undertaken by the Association

- (D) To borrow or raise money on such terms and on such security as may be thought fit.
- (E) To invest the moneys or the Association not immediately required for its purposes in or upon such investments, securities or properly as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.
- (F) To establish and support or aid in the establishment and support or any charitable associations or institutions and to subscribe or guarantee money for charitable purposes.
- (G) To do all such other things as are incidental to the attainment or furtherance of the said objects or any of them.
 - (i) In case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law having regard to such trusts.
 - (ii) The Association's objects shall not extend to the regulation of relations between workers and employers or originations of workers and organizations or employers.
 - (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Council of Management or Governing Body of the Association shall be chargeable for any such property that may come to their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Council of Management or Governing Body have been if no incorporation had been effected, and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Council of Management or Governing Body, but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.
- 4. The income and properly or the Association shall be applied solely towards the promotion of the objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Council of Management or Governing Body shall be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association.

Provided that nothing hereto shall prevent any payment in good faith by the Association -

- (A) or reasonable and proper remuneration to any member, officer or servant of the Association (not being a member of its Council of Management or Governing Body) for any services rendered to the Association:

- (B) of interest at a rate not exceeding Six Per Cent, per annum on money lent or reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management or Governing Body.
 - (C) to any member of the Council of Management or Governing Body of out-of-pocket expenses:
 - (D) to a company of which a member of the Association or of its Council of Management or Governing Body may be a member holding not more than one hundredth part of the capital of such company.
5. No addition, alteration, or amendment shall be made to or in the provisions or the Memorandum or Articles of Association for the time being in force, which would have the effect that the Association shall cease to be a company to which section 30 of the Companies Act 1985 applies.
 6. The liability of the members is limited.
 7. Every member of the Association undertakes to contribute such amount as may be required (not exceeding One Pound) to the assets of the Association if it should be wound up while he is a member or with one year after he ceases to be a member, for payment of the Association's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment or the rights or the contributories among themselves.

We, the subscribers to this memorandum of association, wish to be formed into a Company pursuant to this memorandum.

NAMES AND ADDRESSES OF SUBSCRIBERS

DAVID PAUL JONES
40 The Brackens
Pine Ridge
Crowthorne
Berkshire RG11 6TB

George Somerville
8 Harwood Gardens
Old Windsor
Berkshire SL4 6RB

DATED the 17th day of February 1992

WITNESS to the above Signatures

N J THEO
42 Olen Court
Riverside Road
Staines TW 18 2LG

THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION
OF
CONCRETE BRIDGE DEVELOPMENT GROUP
(Amended by Special Resolution of the Company dated 20th June 1995)

GENERAL

1. In these Articles the following words have the following meanings:-

WORDS

MEANINGS

| | |
|--------------------|--|
| The Act | The Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force. |
| These Articles | These Articles of Association and the regulations of the Association from time to time in force. |
| The Association | The above-named Company. |
| The Council | The Board of Directors for the time being of the Association. |
| The Office | The registered office of the Association. |
| The Seal | The common seal of the Association. |
| The United Kingdom | Great Britain and Northern Ireland. |
| Month | Calendar month. |
| In writing | Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form. |
| Clear days | In relation to a period of 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. |

And words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender, and

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions denoted in the Act shall, if not inconsistent with the articles subject or context, bear the same meanings to the Articles.

OBJECTS

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

MEMBERS

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

Membership of the Association shall consist of the following:-

- (a) Category 1: Group Members shall be concrete bridge industry organisations and associations, divided into Category 1A members (large organisations) and Category 1B members (smaller organisations);
 - (b) Category 2: Corporate Members shall be contractors, consultants, suppliers and specialist service companies, divided into Category 2A members (turnover of £50 million or more or employing 50 or more persons in the case of contractors) and Category 2B members (turnover or less than £50 million or employing less than 50 persons in the case of consultants);
 - (c) Category 3: Associate Members shall be educational establishments and institutions and other academic organisations; and
 - (d) Category 4: Bridge Owners shall be organisations which commission, own, maintain and manage concrete bridges, divided into Category 4A members (National Bridge Owners), Category 4B members (County and Regional Councils) and Category 4C members (Borough, Metropolitan, Town and City Councils).
4. 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 death.

GENERAL MEETINGS

5. The Association hold a General Meeting to every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in time notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after holding of the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it to the year of its incorporation or the following year.

6. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
7. The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitions, as provided by section 368 of the Act.
8. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and or every meeting convened to pass a Special Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in the manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association: but with the consent of all members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
9. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

10. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in the place of those retiring, and the appointment of, and the fixing of the remuneration of the Auditors.
11. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided two members personally present shall be a quorum.
12. If within half an hour from time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Council may determine.
13. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some member of the Association who shall be present to preside.
14. The Chairman may, with the consent of any 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 any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.

Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

15. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least two members present in person or by proxy, or by a member or members present in person or by proxy and representing one tenth of the total voting rights of all the members having the right to vote at the meeting. and unless a poll be so demanded a declaration by the Chairman 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 minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
16. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.
18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second casting vote.
19. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
20. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a General Meeting or the Association duly convened and held.

VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.
22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
24. Votes may be given on a poll either personally or by proxy. On a show of hands, a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show

of hands. A corporation may vote by its duly authorised representative appointed as provided by section 375 of the Act. A proxy need not be a member.

25. The instrument appointing a proxy shall be in writing under the hand of the appointor or its attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
26. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration date of twelve months from the date of its execution.
27. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"... .." I, "of" a member of "... ..," hereby appoint "... ..," of "... .." and failing him, ".....," of "... .." as my proxy to vote for me on my behalf at the "[Annual Extraordinary,] General Meeting of the Association to be held on "... ..20..", and at any adjournment thereof.

Signed on "... .. 19.. ."

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT

29. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than 10 nor more than 20.
30. The first members of the Council shall be as named in the Statement delivered to the Registrar or Companies pursuant to section 10 of the Act.
31. The Council will, subject to Articles 29 and 36, comprise of:
 - (a) Chairman:
 - (b) Company Secretary/Executive Officer:
 - (c) One representative from each Group 1A member:

- (d) One representative from Group 1B membership:
 - (e) Five representatives from Category 2 membership to include at least one contractor and one consultant:
 - (f) Two representatives from Category 3 membership:
 - (g) One representative from Category 4A membership: and
 - (h) One representative from Category 4B/C membership.
32. The Chairman will be elected at the relevant Annual General Meeting for a two year term or office having been proposed and seconded by Council Members. A ballot of all the members present at the Annual General Meeting shall take place in the event or more than one nomination. The Chairman will be entitled to a vote in the case or equality of votes concerning resolutions tabled at any General or Council Meeting.
33. The Company Secretary/Executive Officer shall be appointed by the Council upon an annual basis at a fee to be agreed upon on behalf of the Council by the Chairman. The Company Secretary will have no voting rights.
34. The Vice-Chairman shall be appointed annually by the Council as soon as is practical after each Annual General Meeting,
35. The representatives of every category of membership shall be properly nominated and elected by members of the same category of membership. Nomination forms will be sent to members by the Company Secretary and representatives will be elected by a simple majority vote and shall include all proxy votes.
36. The Council may from time to time and at any time appoint any member of the Association as a member of the Council, either to fill a casual vacancy or by way or addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
37. No person who is not a member of the Association shall in any circumstances be eligible to hold office as a member of the Council

ROTATION OF MEMBERS OF THE COUNCIL

38. At every Annual General Meeting subsequent to that held in 1995. Council members shall retire by rotation as follows:-

(a) Category 1A members

All Category 1A members shall be invited to nominate their representatives for the ensuing year.

(b) Category 1B members

The one Category 1B member shall be invited to nominate its representative for the ensuing year, provided always that in the event or more members joining the Category, the representative from time to time will retire from office after a two-year term.

(c) Category 2 members

- (i) One representative shall retire from office in 1995.
- (ii) Two representatives shall retire from office in each year thereafter.
- (iii) The Category 2 members of Council shall decide which representatives shall retire.

(d) Category 3 members

- (i) One representative shall retire from office in each year.
- (ii) The Category 3 members of Council shall decide which representative shall retire.

(e) Category 4A members

The one Category 4A member shall be invited to nominate its representative for the ensuing year, provided always that in the event of more members joining the Category, the representative from time to time will retire from office after a two-year term.

(f) Category 4B/C members

The representative elected in 1994 shall serve a two-year term of office and will retire in 1996. Subsequent representatives will also retire from office after a two-year term.

39. A retiring member of Council shall be eligible to stand for re-election, provided always that such member shall have been properly nominated pursuant to Article 35.
40. The Association may, at the meeting at which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election or such member shall have been put to the meeting and lost, or unless the provisions of Article 35 have not been complied with.
41. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership or the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
42. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
43. In addition and without prejudice to the provisions of section 303 of the Act, the

Association may by Extraordinary Resolution remove any member of the Council before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead: but any person so appointed shall retain his office so long as the member in whose place he is appointed would have held the same if he had not been removed.

POWERS OF THE COUNCIL

44. The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by the Act or by the Articles required to be exercised or done by the Association in General Meeting, subject nevertheless to any regulations of the Articles, to the provisions of the Act and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in General Meeting: but no regulation made by the Association in General Meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.
45. The members for the time being of the Council may act notwithstanding any vacancy in their body: provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with the Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or for summoning a General Meeting, but not for any other purpose.

SECRETARY

46. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

THE SEAL

47. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council and or the Secretary, and the said members and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

DISQUALIFICATION OF MEMBERS OF THE COUNCIL

48. The office of a member of the Council shall be vacated -
 - (A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
 - (B) If he becomes of unsound mind.

- (C) If he ceases to be a member of the Association.
- (D) If by notice in writing to the Association he resigns his office.
- (E) If he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Company.

PROCEEDINGS OF THE COUNCIL

- 49. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
- 50. A member of the Council may, and on the request of a member of the Council, the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 51. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman be not present within five minutes after the time appointed for holding the meeting and willing to preside. The members of the Council present shall choose one of their number to be Chairman of the meeting.
- 52. A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
- 53. The Council may delegate any of their powers to committees consisting of such member or members of the Council as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of the Articles for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council.
- 54. All acts bona fide done by any meeting of the Council or of any Committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.
- 55. The Council shall cause proper minutes to be made of all appointments or officers made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

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

ACCOUNTS

57. The overall financial policy of the Association is to exist as a non-profit-making Association and its aim is therefore to set a level of subscriptions annually which will be sufficient to cover administration costs of approved activities and to maintain an adequate reserve fund of one year's operating costs.
58. Subscriptions are due on 1st April each year and members who have failed to make payment by 30th June of the same year may be expelled from the Association at the Council's discretion.
59. All cheques and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Council shall from time to time determine.
60. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.
61. The accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the officers of the Association.
62. The Council shall from time to time determine whether and to what extent and at what times and places and under what condition or regulations the accounting records of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall 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 Council or by the Association in General Meeting.
63. At the Annual General Meeting in every year the Council shall in accordance with the provisions of the Act lay before the Association an income and expenditure account for the period since the last preceding accounting reference date or (in the case of the first account) since the incorporation of the Association together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting at which they are to be laid be delivered or sent by post to the Auditors and to all other persons entitled to receive notices of General Meetings in accordance with section 240 of the Act in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 241(2) of the Act.

AUDIT

64. In accordance with the provisions of the Act once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
65. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated for all purposes as the Directors mentioned in those provisions.

NOTICES

66. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
67. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
68. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid first class letter.

DISSOLUTION

69. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be transferred either to some other institution (whether or not a member of the Association) having objects similar to the objects of the Association, or to some Institution (whether or not a member of the Association) the objects of which are the promotion or charity and anything incidental or conducive thereto, such Institution or Institutions to be determined by the members of the Association at or before the time of dissolution.

NAMES AND ADDRESSES OF SUBSCRIBERS

DAVID PAUL JONES
40 The Brackens
Pine Ridge
Crowthorne
Berkshire RG11 6TB

George Somerville
8 Harwood Gardens

Old Windsor
Berkshire SL4 6RB

DATED the 17th day of February 1992

WITNESS to the above Signatures

N J THEO
42 Olen Court
Riverside Road
Staines TW 18 2LG