



**No. 979689**

**THE COMPANIES ACT, 1948**

**Company Limited by Guarantee  
and not having a Share Capital**

**MEMORANDUM**

**AND**

**ARTICLES OF ASSOCIATION**

**OF**

**THE BRITISH PARKING ASSOCIATION**

**Incorporated the 15th Day of May 1970**

**Registered Office:**

**Dyke Brading  
Accountants & Registered Auditors  
16 Dorcan Business Village  
Murdock Road  
Dorcan, Swindon  
Wilts SN3 5HY**

**CERTIFICATION OF INCORPORATION**

**No. 979689**

I HEREBY CERTIFY that

**THE BRITISH PARKING ASSOCIATION LIMITED**

is this day incorporated under the Companies Acts 1948 to 1967 and that the Company is Limited. Given under my hand at London the 15th May 1970.

**F.L. KNIGHT**  
Assistant Registrar of Companies

## THE COMPANIES ACT, 1948

### Company Limited By Guarantee and Not Having A Share Capital

#### MEMORANDUM OF ASSOCIATION OF THE BRITISH PARKING ASSOCIATION

1. The name of the Company (hereinafter called "The Association") is "THE BRITISH PARKING ASSOCIATION".
2. The Registered Office of the Association will be situate in England.
3. The objects for which the Association is established are:-
  - a. To work for the general advancement of standards of design, construction, planning management and location of all types of car parking facility and to promote research and other scientific or technological work in connection with parking for vehicles and any trades and industries allied therewith or accessory thereto, and for that purpose to establish equip and maintain laboratories, workshops or factories, and conduct experiments, and to provide funds for such work, and for payment to any person or persons engaged in such work, whether in such laboratories or elsewhere, and to encourage and improve the education of persons where this would benefit the scientific and technological progress of the said trades or industries.
  - b. To prepare, edit, print, publish, issue, acquire and circulate books, papers, periodicals, gazettes, circulars and other literary undertakings treating of or bearing upon the said trades or industries or any of them and to establish, form and maintain museums, libraries and collections of literature, statistics, scientific data and other information or objects relating to the said trades or industries or any of them or to matters of interest to the persons engaged therein, and to translate, compile, publish, lend and sell, and endeavour to secure, or contribute to, the translation, compilation, publication, and sale by Parliament, Government Departments and other bodies or persons, of any such literature, statistics and information, and to disseminate information by means of the reading of papers, delivery of lectures, giving of advice, the appointment of advisory officers or otherwise.
  - c. To retain or employ skilled, professional or technical advisers or workers in connection with the objects of the Association, and to pay therefore such fees or remuneration as may be thought expedient, also to found, aid, maintain and endow scholarships and bursaries for the remuneration, instruction and support of research students, or persons studying the principles involved in or connected with any of the said trades or industries, whether in the laboratories of the Association or elsewhere, and to employ and remunerate as may be expedient, instructors and supervisors for such students or persons paying due regard to the provision of instruction by existing institutions.
  - d. To encourage work which may result in, and to investigate and make known the nature and merits of scientific discoveries, inventions, improvements, processes, materials and designs which may seem capable of being used by Members of the Association or others for any of the purposes of the said trades or industries or any of them and to acquire any patents or licences relating to any such inventions, improvements or processes, and to acquire and register any designs or standardisation marks, whether for general or special purposes, with a view to the use thereof by Members of the Association and others upon such terms as may seem expedient, and to develop, perfect and test the value of such inventions, improvements, processes and designs by manufacturing, exhibiting and placing on the market any article or substance to which the same may be capable of application.
  - e. To apply to Government Departments, Local Government Authorities or other public bodies or to corporations, companies or persons for, and to accept grants of money, land, donations, gifts, subscriptions and other assistance for promoting the objects of the Association, and to discuss and negotiate with them and with any ministry schemes of research and other work and matters within the objects of the Association and to conform to any proper conditions upon which such grants and other payments may be made.

- f. To establish, promote, co-operate with, become a member of, act as or appoint trustees, agents or delegates for, control, manage, superintend, or afford financial or other assistance to the work of any associations and institutions and other bodies incorporated or not incorporated, whose objects include scientific or industrial research.
- g. To establish, maintain, control and manage branches of the Association in the United Kingdom or elsewhere as may seem expedient, and from time to time determine the constitution, rights, privileges, obligations and duties of such branches, and, when thought fit, to dissolve or modify the same.
- h. To undertake and execute any trusts which may help to attain any of the objects of the Association.
- i. To carry out any of the above-mentioned research or other scientific or technological work, and to do all or any of the above-mentioned things whether affecting the whole of the said trades or industries or merely one or more particular parts of sections of the said trades or industries or any of them or the business of any particular Member or Group of Members of the Association or others and, in the case of work not affecting the whole of the said trades or industries, to make such arrangements as to special payments by such particular sections or Member or group of Members or others as may be expedient.
- j. To borrow or raise any money that may be required by the Association upon such terms as may be deemed advisable, and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge of all or any part of the property of the Association.
- k. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments.
- l. To invest the moneys of the Association not immediately required if in any one or more of the modes of investment for the time being authorised by law and in such manner as may from time to time be determined, and subject to such consents and conditions as may be required hereunder or by law.
- m. To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property, and in particular any land, buildings, workshops, factories, laboratories, machinery, plant, apparatus, appliances and any rights or privileges necessary or convenient for the purposes of the Association, and to construct, erect, alter, improve and maintain any buildings, which may be from time to time required for the purposes of the Association, and to manage, develop, sell, demise, let, mortgage, dispose of, turn to account or otherwise deal with all or part of the same with a view to the promotion of the objects of the Association.
- n. To pay all expenses, preliminary or incidental to the formation of the Association and its registration.
- o. To use the funds of the Association in the employment of persons of learning or skill, and the provision and use of buildings, and of instruments, materials and appliances, and of any of the equipment of the Association for any form of studies which may be considered to have some bearing, whether immediate or ultimate, on practical problems involved in the nature or use of vehicle parks.
- p. To collect, arrange, index and publish information as to materials, patents, processes, machines, appliances and tools used or known in or in regard to vehicle parking or the said trades or industries or likely to be used thereto, and to establish and maintain an Information Department for the benefit of Members of the Association or others.
- q. To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or ex-employees of the Association or the dependants or connections of such persons, and to grant pensions and allowances to and to make payments towards insurance of such persons.
- r. To procure the Association to be registered or recognised in any part of the Commonwealth or in any foreign country or place.
- s. To do all such other lawful things as may be incidental to or conducive to the attainment of the above objects or any of them.
- t. It is hereby declared that the foregoing sub-clauses shall be construed independently of each other and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

Provided that:

- 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 objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.
  - iii. In case the Association shall take 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 Management or Governing Body of the Association shall be chargeable for any such property that may come into 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 property of the Association shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of dividends, bonus or otherwise howsoever by way of profit, to members of the Association. Provided that nothing herein shall prevent any payment in good faith by the Association.
- a. of reasonable and proper remuneration to any member, officer or servant of the Association for any services rendered to the Association.
  - b. of interest on money lent by any member of the Association at a rate not exceeding 2 per cent less than the minimum lending rate prescribed for the time being by the Bank of England, or 3 per cent whichever is the greater.
  - c. of reasonable and proper rent for premises demised or let by any member of the Association.
5. The liability of the Members is limited.
6. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a Member or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Association contracted before he ceases to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding £10.
7. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall be distributed among the Members of the Association as follows:
- a. firstly, in reimbursement of any amounts paid by Members under clause 6 of the Memorandum, pro rata according to their individual contribution; and
  - b. secondly, equally amongst the Members.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association.

#### **NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS**

EVERARD KENNETH BLOOM	Company Director	49 Gough Street WC1
ERNEST DAVIES	Editor & Publisher	34/40 Ludgate Hill EC4
T C CAMERON COOPER	Company Director	Emery Road, Brislington Bristol 4
A KAYE	Managing Director	170 Aldersgate Street EC1

P J KELSEY	Chartered Structural Engineer	North House, Ongar Road, Brentwood, Essex
D R SIMS	Traffic Engineer	City Engineers Department, Cabot House, Deanery Road, Bristol 1
J H GARNHAM	Assistant Borough Engineer	Civic Offices Swindon Borough Council

**DATE:** the 20th day of April 1970

**WITNESS:** to the above signatories CAROLE S JACOBS 3/64 Paddington Street, LondonW1

**THE COMPANIES ACT, 1948**

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

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**ARTICLES OF ASSOCIATION**  
**OF**  
**THE BRITISH PARKING ASSOCIATION**

(As amended by Special resolutions passed the 24<sup>th</sup> March 1976 and the 20<sup>th</sup> March 1986 and the 22<sup>nd</sup> March 1995, 20<sup>th</sup> May 1998, 26<sup>th</sup> May 1999 and 23<sup>rd</sup> May 2001, 22<sup>nd</sup> June 2005)

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**DEFINITIONS**

1. In the construction of these presents the following words and expressions shall have the following meanings respectively unless there be something in the subject matter or context repugnant thereto.

“The Act” means the Companies Act, 1948.

“Month” means calendar month.

“The Association” means the British Parking Association.

“The Office” means the registered office of the Association.

“The Council” means the Council of the Association as a body or a quorum of the members thereof at a Council meeting.

“Secretary” includes any persons appointed to perform the duties of the secretary of the Association whether temporarily or otherwise.

“In Writing” and “Written” include printing, lithography, photography and typewriting and all other modes of representing or reproducing words in enduring visible form.

Words which have a special meaning assigned to them in the Act have the same meaning in these presents.

Words importing the singular number include the plural, and the converse applies.

Words importing males include females.

Words importing persons includes corporations.

“Notice” includes all written communications to members.

“These presents” means the Articles of Association for the time being of the Association.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding on the company.

**MEMBERS**

2. For the purpose of registration the number of Members of the Association is declared to be 70 but the Council may register an increase in the number of Members whenever and as often as they think fit.

3. The Association is established for the purposed expressed in the Memorandum of Association.

4. The subscribers hereto shall be the first Ordinary Members, and subject as hereinafter mentioned it shall rest with the Council to determine the terms and conditions on which subsequent Members shall from time to time be admitted.

5. The Membership of the Association shall consist of corporations unincorporated bodies or associations, firms or persons hereinafter called “persons” with the following status:-

a. Ordinary Members who shall be the subscribers to the Memorandum of Association and subject to the provisions of Article 12 any persons interested in the aims of the Association who shall be admitted as Members of the Association in manner hereinafter provided, and who shall be divided into appropriate categories as determined from time to time by Resolution of Council.

b. Honorary Members, being persons whether entitled or not to become Members under the above provisions, nominated for membership by the Council for special services or for special cause, and elected at a

**MEMBERS**

Ordinary Members

Honorary Members

General Meeting. Honorary Members shall be required to sign the guarantee under clause 6 of the Company's Memorandum of Association.

c. Such categories of individuals as the Council may determine from time to time, comprising persons who are interested in the aims of the Association but who are not entitled to vote at any General Meeting of the Association or any postal ballot of Members arranged under Article 56. Provided that such categories of individual members shall not as such be Members for the purposes of the Act and accordingly particulars in relation to them shall not be entered in the Register of Members kept in pursuant to Section 110 of the Act which will ensure that such categories of individual members will not be liable to the guarantee in Clause 6 of the Memorandum.

Other Membership  
Categories

6. No Member other than an Ordinary Member or an Honorary Member shall be entitled to vote at General Meetings. Members other than Ordinary members shall be entitled to such of the privileges and benefits of the Association as the Council may from time to time determine but without power to vote at any General Meeting. For the avoidance of doubt International Associate Members shall not be entitled to vote on any issue.

Members Votes

7. Any corporation, firm or other unincorporated association may nominate one of its members to act as its representative, apply in its name for Membership and sign the application as its representative and exercise the rights of Membership on its behalf. Every person so applying for Membership shall be subject to the same bye-laws, rules and regulations concerning admissions and otherwise as any person not so nominated, and shall, if admitted to membership have the same rights and be subject to the same liabilities and incidents as any person not so nominated, subject, however, to the provisions of Article 8. The corporation, firm or other unincorporated association shall deposit with the Council the nomination of such applicant and shall give all information that may be reasonably required by the Council regarding such applicant.

Members  
Representation –  
nomination /  
revocation of

8. A firm or other unincorporated association which has nominated as its representative one of its members as aforesaid may from time to time revoke the nomination of such Members, and subject to the consent of the Council of the Association, nominate another representative in his place. Upon receipt by the Council of any such revocation such Member shall ipso facto cease to be or act or be association, and any person nominated in his place shall, if duly approved by the Council, be and become the representative of such firm or association in the place of the representative whose nomination has been revoked as aforesaid.

9. All nominations and revocations mentioned in Articles 7 and 8 shall be in writing signed to the case of a firm, by all Members of the firm, and in the case of another unincorporated association by its Secretary or other authorised representative. Each such firm or other unincorporated association shall at the date of each nomination give to the Council in writing if requested full particulars of the nature of the firm or association and its places of business, and of the names and private address of each partner or member thereof and all such further particulars as the Council shall require, and thereafter shall give such particulars when and as often as may be required by the Council. Any change in the constitution or nature of such firm or association or in the status of any of its members shall be immediately notified in writing to the Council, who if they do not approve such change shall be entitled (without prejudice to Article 16) to give notice in writing to the representative of such firm or association to terminate its Membership and to withdraw from the Association, and shall at the same time return a due proportion of such Member's subscription having regard to the un-expired period for which it is paid, and thereupon such representative shall cease to act or be entitled or recognised on behalf of the Member and such firm or other unincorporated association as aforesaid shall have no further right to nominate a member to act as its representative.

10. A corporation being a Member shall be invited to nominate a person to act as its representative in the manner provided in Section 139 of the Act. Such representative shall have the right on behalf of the corporation (and to the extent only to which the corporation would if a person be entitled to do so) to attend meetings of the Association and vote thereat, and generally exercise all rights of Membership on behalf of the corporation. A corporation may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be intimated in writing.

11. No person, firm or unincorporated body of corporation shall be admitted to membership of the Association unless an application for membership shall have been signed by him or it or on his or its behalf setting out such particulars as the Council shall require.

12. The Council shall in all cases have absolute discretion in deciding whether any person or corporation shall or shall not be admitted to membership including Honorary Membership of the Association.

13. Any Ordinary Member may withdraw from the Association by giving notice in writing duly signed to the Secretary at least three months before the expiration of any financial year, and on paying with such notice any unpaid subscription due in respect of the current and previous years and any contribution which such Member shall have given any undertaking to make and also the subscription for each and any subsequent year which such Members shall be guaranteed or given any undertaking to pay and thereupon such member shall be deemed to have ceased to be a Member from the date of the expiration of such financial year. In default of such notice being so given, an Ordinary Member shall be liable to pay the subscription for the ensuing year as well as for the current year and any contribution which such Member shall have guaranteed to make and also the subscription for each and any subsequent year which such Member shall have guaranteed or given any undertaking to pay.

Resignation of membership

14. Upon the retirement of any Member by notice as stated in Article 13 the Member shall not be entitled under any conditions to any repayment of any subscriptions or contribution or any part thereof whether paid in respect of the current year or for a year or years in advance.

15. Any Member may be removed from the Association by a resolution of the Council passed by a majority of at least two-thirds of the Members of Council entitled to vote at a special Council meeting of which **not less than twenty-eight days'** previous notice specifying the intention to proposed such resolution shall have been sent to the member whose removal is in question and to all the Members of the Council. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the Member whose removal is in question **at least twenty-eight days** before the meeting, and he or his representative for this purpose shall be entitled to be heard by the Council at the meeting. On a member being removed, the Council shall except in the circumstances of Article 18(d) return the due proportion of such Member's current subscription having regard to the un-expired period for which it is paid.

Suspension/Removal of membership

16. The rights of any member shall be personal and shall not be transferable and shall cease upon the member failing to pay the annual subscription within three months of its becoming due, or in the case of a person on his becoming lunatic or of unsound mind or in any case on the Member ceasing to retain the qualifications on the ground of which the member was admitted to Membership. Nothing herein contained shall prejudice the rights of the Association to claim payment of the full amount of the subscription which the Member shall have undertaken to pay or prevent the Member from again becoming eligible.

17. Any Ordinary Member of the Association who shall consider that his or its personal interests may be prejudicially affected by any research proposed to be undertaken by the Association may appeal to the Department of Trade and Industry against the particular work objected to and shall set forth in the appeal the grounds of the objection and shall at the same time forward a copy of the appeal to the Secretary of the Association. The Department of Trade and Industry shall determine all questions raised on such appeal and its decision shall be final. Provided always that the Department of Trade and Industry may at any time give special permission or directions to the Secretary of the Association through the Council to proceed with the research notwithstanding any appeal either during the time the appeal is pending or subsequently.

## **DUTIES OF MEMBERS**

## **DUTIES OF MEMBERS**

18. Every Member of the Association shall be bound:-

(a) To pay to the Association such entrance fee (if any) and such annual subscription as shall from time to time be fixed by the Association in General Meeting. Honorary Members shall not be called upon to pay any subscriptions. All payments shall be made at the times, in the manner and subject to the conditions set out in the bye-laws or rules or regulations of the Association in force at the date of such payments.

(b) To observe the provisions of these presents and of the Memorandum of Association and all the byelaws, rules and regulations of the Association for the time being in force.

(c) To pay and make good to the Association any loss or damage which the Association may sustain through any wilful act or default of such Members but only if such act or default shall be a breach of any provision of these presents or of the Memorandum of Association or of any bye-law, rule or regulation of the Association.

(d) To treat and to require its employees to partners to treat all information obtained by virtue of membership and which is not the subject of common knowledge nor openly published elsewhere, as strictly confidential and not to be communicated either directly or indirectly to any corporation or person not a Member of the Association without the written consent of the Council and to continue to abide by this provision in the event of his ceasing to be a Member. Any breach of this condition shall empower the Council by the procedure laid down in Article 15 to remove from the Association the Member concerned, but removal in such circumstances shall, notwithstanding the provision of Article 15, not release such Member from the liability to pay the full amount of the subscription or contributions which he shall have undertaken to pay.

**COUNCIL OF THE ASSOCIATION**

19. The Business of the Association shall be managed by a Council.

20. The Council shall consist of **not more than twenty-five** (25) and **not less than ten** (10) persons, unless and until otherwise determined by the Association in General Meeting.

21. Only an individual normally resident or working in the United Kingdom shall be qualified to be a Member of Council.

22. All Members of the Council shall, save as otherwise provided in Articles 23., 26, 27 and 32 be elected by the Association in General Meeting and shall, save as otherwise provided in Article 25 and 26, be either Ordinary Members, or representatives of Ordinary Members.

(a) Should a Council member change employment during a 3 year term of office and join an organisation, as a paid employee, which is already represented on Council, then the said Council member should be entitled to complete their term of office. At the time of re-election, in consultation with the Member organisation, they should decide which Candidate should stand down or be put forward for election

23. The Council may co-opt persons to be Members of the Council who must be Members of the Association.

24. The first Council shall so far as possible represent the proportional interests of the members.

25. The Association in the General Meeting shall receive the President, who shall also be Chairman, one or two Vice-President(s) and one Past-President all of whom have been previously elected to take up office by the Council of the Association. The President, the Vice President and the Past President for the time being shall retire at each Annual General Meeting.

26. Council Members shall be elected for a term of three years and shall be deemed to be appointed and to retire at the Association's Annual General Meeting. Council Members retiring shall be eligible for immediate re-election.

The council shall be entitled to appoint an individual as a Member of the Council to fill a casual vacancy caused by retirement. The individual so appointed shall serve the balance of the term of three years of the Council Member who retired and then shall be immediately eligible for re-election.

27. A Member of Council co-opted under Article 23 shall retire from Office at the close of the first Annual General Meeting after his last co-option as a Member of Council. A co-opted Member of Council so retiring shall be eligible for re-co-option or for election as a Member of the Council immediately.

28. The office of a Member of the Council shall be vacated:-

(a) If he becomes a bankrupt or suspends payment or compounds with his creditors.

(b) If he is found lunatic or becomes of unsound mind.

**COUNCIL OF THE ASSOCIATION**

Composition of council

Changing Employment during term of office

Co-option of Members to Council

Representation of membership

President / Vice President / Past President election of

Election to Council

Casual Vacancy caused by retirement/resignation

Election to Council of co-opted member

Resignation/Removal from Executive Council

- (c) If by notice in writing to the Council he resigns his office.
- (d) If he be called upon in writing by at least two-thirds of all the other Members of the Council for the time being to resign his office.
- (e) If being an elected or co-opted Member of Council the individual ceases to be in the paid employment of (or in the case of a firm partner in) an Ordinary Member of the Association or the Ordinary Member resigns from the Association.
- (f) If by virtue of Section 185 of the Act he ceases to be capable of being appointed a director or a company.
- (g) If he becomes prohibited from being a Member of the Council by reason of any order made under Section 188 of the Act.
- (h) If he ceases to be qualified to be a Member of Council under Article 21

29. Elections for membership of the Council shall be subject to the following arrangements. Nomination of a candidate shall be made to the Secretary of the Association not less than twenty-eight days prior to the Annual General Meeting and shall be accompanied by a signed statement by the candidate of his/her willingness to accept nomination. Nomination shall be supported in writing by at least three Ordinary or Honorary Members of the Association (excluding the candidate's own employer or firm.) If more than one candidate is nominated who has paid employment with a Member Organisation, the Member shall decide which candidate shall be put forward to the membership for election.

Nomination for membership of council

30. No act or resolution of the Council shall be invalidated by reason of the existence of any vacancy or vacancies among Members of the Council, but if the number of the members of the Council shall be or be reduced to less than ten the continuing Members of Council may act for the purpose only of filling vacancies in the elected members of Council or summoning a General Meeting of the Association.

31. The Association may by ordinary resolution of which special notice has been given in accordance with Section 142 of the act, remove any Member of the Council from office pursuant to Section 184 of the Act before the expiration of his period of office notwithstanding anything in these presents or in any agreement between the Association and such Member of the Council.

32. The Council may employ a Secretary or may nominated any Member of the Association as Honorary Secretary, who shall act under the direction of the Council, and whose duties shall be from time to time declared to him or revised by the Council.

Employment of Secretary / Honorary Secretary

**POWERS OF THE COUNCIL**

**POWERS OF THE COUNCIL**

33. The Council shall have sole control in regard to all matters relating to the management and organisation of the Association. In addition to the powers and authorities by these presents or otherwise expressly conferred upon them, they may exercise all such powers and do all such acts and things as may be exercised or done by the Association in General Meeting, but subject nevertheless to the provisions of any acts of Parliament for the time being in force and of these presents.

Management of Association

34. Without prejudice to the general powers conferred by Article 35 and the other powers conferred by these presents, it is hereby expressly declared that the Council shall have the following powers, that is to say:-

(a) To make and impose, vary and repeal bye-laws, rules and regulations for the administration and government of the Association and for carrying its objects into effect. Provided always that the same shall not in any way affect, vary or alter the provisions contained in these presents.

Making of Rules and Regulations

(b) To agree and pay the costs, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Association and the preparation, adoption and registration of the Association's Memorandum of Association and of these presents.

(c) To pay all expenses incurred in carrying out the objects of the Association.

Expenses

(d)	To purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such price, and generally on such terms and conditions as they think fit.	Purchase of property/rights etc
(e)	To secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge on all or any of the property of the Association, or in such manner as they may think fit.	Contracts / Mortgages
(f)	To take offices or acquire premises for the use of the Association, and to appoint and at their discretion remove or suspend such managers, secretaries, officers, clerks, agents and servants, whether engaged for permanent, temporary or special services, and to determine their powers and duties and fix their salaries or emoluments and to require security in such instances and to such amount as they think fit.	Premises
(g)	To engage professional or other assistance in connection with the business of the Association and subject to the provisions of the Memorandum of Association to pay reasonable fees or remuneration for the same as they may think fit.	Engaging professional assistance - fees
(h)	To appoint any person or persons whether incorporated or not to act as trustee or trustees to accept and hold in trust for the Association any property belonging to the Association or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and (subject to the provisions of the Memorandum of Association) to provide for the remuneration of such trustee or trustees.	Trustees
(i)	To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Association or its officers, or otherwise concerning the affairs of the Association and also to compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association.	Legal proceedings
(j)	To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.	Financial
(k)	To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association.	
(l)	To borrow or raise any money that may be required by the Association upon such terms as they may think fit but subject nevertheless to the provisions contained in the Memorandum of Association and in particular by the issue of bonds, debentures, bills of exchange, promissory notes or other obligations or securities of the Association, or by mortgage or charge of all or any part of the property of the Association.	
(m)	To affix the seal of the Association to all deeds and documents requiring the same.	Seal
(n)	To determine who shall be entitled to sign on the Association's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents.	Signatories
(o)	To invest and deal with any of the moneys of the Association not immediately required for the purposes thereof, upon such securities for the time being authorised by law for the investment of trust funds and in such manner as they may think fit, and from time to time to vary or realise such investments, subject nevertheless to the provisions contained in the Memorandum of Association.	Investments
(p)	To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Association as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Association.	
(q)	To delegate any of their powers (other than their powers under Article 15) to Committees and to make and impose upon such Committees such rules and regulations and to vary the same from time to time as they shall think fit. Provided that no resolution of any meeting of any such Committee shall have any effect of validity unless (a) a majority of the Members present and entitled to vote are Ordinary Members of the Association or representatives nominated under Article 10 of Ordinary Members, or (b) such a resolution is confirmed by Council.	Delegation of powers
(r)	To set up, constitute and organise local branches of the Association in the United Kingdom	Regional branches

<p>or overseas, consisting of Members of the Association in such places as they may think fit, and to appoint, or authorise the members of such local branches to appoint persons as additional members of any local branch and to define the powers and duties of such local branches, and to make and impose bye-laws, rules and regulations for the administration and government of such local branches and to delegate any of their powers to such local branches as they may deem fit.</p>	<p>of the association</p>
<p>(s) To apply for, or oppose the application by others for concessions, rights, charters and legislative acts and authorisations from any government or authority, and to apply for, oppose the application by others for, or seek the revocation of patents.</p>	
<p>(t) To appoint at any time and from time to time by power of attorney under the seal of the Association any persons to be the attorneys of the Association for such purposes outside the United Kingdom, with such powers, and for such period and subject to such conditions as the Council may from time to time think fit, but so that the Council shall not be at liberty to delegate to any such attorneys any of the discretion's vested in the Council by these presents. Any such appointment may ( if the Council think fit) be made in favour of the Members or any of the Members of any local branch established as aforesaid or in favour of any company or of the members, directors, nominees, or managers of any company or firm, and any such power or attorney may contain such revisions for the protection or convenience of persons dealing with such attorneys as the Council think fit, and may authorise any such delegates or attorneys as aforesaid to sub-delegate all or any of the powers for the time being vested in them.</p>	<p>Power of attorney</p>
<p>(u) To exercise the powers conferred by Section 35 of the Act, and such powers shall accordingly be vested in the Council.</p>	
<p>(v) (i) A Member of the Council who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association shall declare the nature of his interest at a Meeting of the Council in accordance with Section 199 of the Act.</p>	<p>Conflict of Interest / Contracts</p>
<p>(ii) A Member of the Council shall not vote in respect of any contract or arrangement in which he is interested, and if he shall do so his vote shall not be counted, nor shall he be counted in the quorum present at the Meeting, but neither of these prohibitions shall apply to:-</p>	
<p>(a) any arrangement for giving any Member of the Council any security or indemnity in respect of money lent by him to or obligations undertaken by him for the benefit of the Association; or</p>	
<p>(b) to any arrangement for the giving by the Association of any security to a third party in respect of a debt or obligation of the Association for which the Member of the Council himself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security; or</p>	
<p>(c) any contract by a Member of the Council to subscribe for or underwrite shares of debentures of the Association; or</p>	
<p>(d) any contract or arrangement with any company in which he is interested only as an officer of the company or as holder of shares or other securities;</p>	
<p>and these prohibitions may at any time be suspended or relaxed to any extent, and either generally or in respect of any particular contract, arrangement or transactions, by the Association in General Meeting.</p>	
<p>(iii) A Member of the Council may hold any other office under the Association (other than the office of Auditor) in conjunction with his office of Council Member for such period and on such terms as the Council may determine, and no Member or intending Member of the Council shall be disqualified by this office from contracting with the Association either with regard to his tenure of any such other office or as vendor, purchaser or otherwise, nor shall any contract, or any contract or arrangement entered into by or on behalf of the Association in which any Council member is in any way interested, be liable to be avoided, nor shall any Member of the Council so contracting or being so interested be liable to account to the Association for any profit realised by any such contract or arrangement by reason of such Member of the Council holding that office or of the fiduciary relation thereby established.</p>	<p>Council Officer contracts</p>
<p>(iv) A Member of the Council, notwithstanding his interest, may be counted in the quorum present at any meeting whereat he or any other Member of the Council is appointed to hold any such office</p>	

under the Association or whereat the terms of any such appointment are arranged, and he may vote on any such appointment or arrangement other than his own appointment or the arrangement of the terms thereof.

(v) Any Member of the Council may act by himself or his firm in a professional capacity for the Association, and he or his firm shall be entitled to remuneration for professional services as if he were not a Member of the Council; provided that nothing herein contained shall authorise a Member of the Council or his firm to act as Auditor.

**PROCEEDINGS OF THE COUNCIL**

35. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Until the Council otherwise determine, five Members of the Council shall be a quorum.

36. The Council shall elect a President, who shall also be Chairman of Council meetings, a Vice-President and a Past-President who shall be members of the Council who shall serve in such capacity for twelve (12) months each subject to the provisions of Articles 26 and 28. No individual shall continue in office as President and Chairman for more than two years consecutively. If the Chairman shall not be present at the commencement of any meeting of the Council, the members of the Council shall select a Chairman from those present for that meeting. Such Chairman shall be the sole judge of order and procedure, priority being given to the Vice-President and then the Past-President in respect of such selection.

37. The Chairman or any four members of the Council may at any time, and the Secretary upon the request of the Chairman or any four Members of the Council shall, convene a meeting of the Council to be held at a reasonable time and place. In the case of a meeting convened at the request of four members of the Council the notice of meeting shall state the character of the business to be discussed, and such meeting shall be held within fourteen days of their request, and only business of which notice shall be so given shall be discussed at that meeting. Each Member of the Council shall name an address in the United Kingdom at which all notices shall be served upon him, and all notices served at such addresses shall be deemed to be well served. Questions arising at any meeting of the Council shall be decided by a resolution of the majority of members of Council present at such a meeting, in the event of the votes being equally divided the Chairman shall have a casting vote in addition to the vote to which he is entitled as Member of the Council.

38. A meeting of the Council for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretion's by or under the Articles of Association for the time being vested in or exercisable by the Council.

39. The meetings and proceedings of any Committee appointed by the Council under Article 34 (q) shall be governed by the provisions herein contained for regulating the meetings and proceedings of the Council, so far as the same are applicable thereto, and are not superseded by any regulations made by the Council under Article 34 (q).

40. All acts done by any meeting of the Council or by any Committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment or continuance in office of the Council, or such Committee 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 or of such Committee.

41. A resolution in writing, other than that for the removal of a Member from the Association, 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 of the Council or of such Committee duly convened and constituted.

**MINUTES**

42. The Council shall cause minutes to be duly entered in books provided for the purpose:-

(a) Of all appointments of officers;

**PROCEEDINGS OF THE COUNCIL**

Presidential term of Office

Chairmanship of meetings

Convening of council meetings

Voting on resolutions at council meetings

**MINUTES**

(b) Of the names of the Members of the Council present at each meeting of the Council, and of any Committee of the Council;

(c) Of all orders made by the Council and Committees of the Council;

(d) Of all resolutions and proceedings of General Meetings and of meetings of the Council and Committees.

43. Any such minutes of any meeting of the Council or of any Committee, or of the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes.

### **SEAL**

44. The Council shall provide for the safe custody of the seal, and the seal shall never be used except by the authority of the Council or a committee thereof previously given, and in the presence of two Members of the Council at the least, who shall sign every instrument to which the seal is affixed, and every such instrument shall be countersigned by the Secretary or some other person appointed by the Council. The design of the seal may from time to time be varied by the Council.

### **GENERAL MEETINGS**

45. The first General Meeting of the Association shall be held at such time within no less than one month and not more than twelve months after the incorporation of the Association and at such place as the Council shall determine. The Association shall in each year hold a General Meeting as its Annual General Meeting in addition to any other General Meeting in that year, and shall specify the Meeting as such in notices calling it; and not more than fifteen 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 eighteen months of its incorporation it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time and place as the Council shall appoint, but shall in any event be held not more than four months from the end of the preceding Association accounting year.

46. All General Meetings other than Annual General Meetings and the said first General Meeting shall be called Extraordinary General Meetings.

47. The Council may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, as is provided by Section 132 of the Act.

48. An Annual General Meeting shall be called by twenty-eight days' (28) notice in writing at the least, and a General Meeting calling for the passing of a Special Resolution shall be called by twenty-one (21) twenty one days' notice in writing, and a General Meeting of the Association other than an Annual General Meeting or a General Meeting for the passing of a Special Resolution shall be called by fourteen (14) days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons (including the Auditors) as are, under these presents or the Act, entitled to receive such notices from the Association.

Provided that a General Meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:-

(a) In the case of a General Meeting called as the Annual General Meeting, by all the Members entitled to attend and vote thereat;

### **SEAL**

### **GENERAL MEETINGS**

Notification to membership of calling AGM

and

(b) In the case of the any other Meeting, by a majority in number of the Members having a right to attend and vote at the General Meeting, being a majority , together representing not less than ninety-five per cent (95%) of the total voting rights at that General Meeting of all the Members.

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

#### **PROCEEDINGS AT GENERAL MEETINGS**

50. The business of an Annual General Meeting shall be :-

(a) To receive and consider the accounts, the balance sheet and the reports of the Council and the Auditors.

(b) To elect Members of the Council and other officers in the place of those retiring.

(c) To appoint Auditors and fix their remuneration.

(d) To transact any other business which under these presents ought to be transacted at an Annual General Meeting.

All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be deemed Special.

51. Every General Meeting of the Association shall be presided over by the Chairman of the Council, and in his absence by the Vice Chairman, or if neither be present a Chairman shall be elected from the Members of the Committee then present.

52. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business; save as herein otherwise provided, twelve (12) Ordinary Members present in person shall be a quorum. For the purposes of these presents an Ordinary Member being a corporation present by its representative shall be deemed to be present in person.

53. If within half an hour from the time appointed for a General Meeting a quorum is not present, the Meeting if convened upon such requisition as aforesaid, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned Meeting a quorum is not present within half an hour from the time appointed for the Meeting, those Ordinary Members who are present shall be a quorum and may transact the business for which the Meeting was called.

54. The Chairman may, with the consent of the General 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 not business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place. If a meeting is adjourned for thirty days or more, notice of the adjourned Meeting shall be given as in the case of an original Meeting but save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned Meeting.

55. At any General Meeting a resolution put to the vote of the Meeting shall be decided on a show of hands, save that a majority of three-quarters of those Members present entitled to vote shall be required for any resolution put at an Extraordinary General Meeting, unless a poll is (before or on the declaration of the result of the show of hands) demanded.

Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried unanimously or by a particular majority, or lost or not carried by a particular majority and an entry to that effect in the book containing the Minutes of proceedings 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 such resolution.

#### **PROCEEDINGS AT GENERAL MEETINGS**

Business to be  
Conducted at AGM

Chairman of AGM

Quorum at AGM

If quorum not  
reached at AGM

Recalling of AGM

Voting on  
resolutions at AGM

The demand for a poll may be withdrawn.

56. The Council may at their discretion agree to allow a postal vote upon any resolution; such vote to be upon the terms laid down by the Council from time to time. Except as provided in Article 58, if a poll is duly demanded it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

Postal Vote

57. In the case of an equality of votes the Chairman shall both on a show of hands and at a poll have a casting vote in addition to the vote to which he may be entitled as an Ordinary Member.

Casting Vote

58. A poll demanded on the election of a Chairman, or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the Meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.

### **VOTES OF MEMBERS**

### **VOTES OF MEMBERS**

59. Subject to Article 60 every Ordinary Member shall be entitled to one vote and no more and no other Member shall be entitled to vote.

60. No Ordinary Member shall be entitled to vote if his subscription is in arrears for the period of two months.

Void votes

61. On a poll votes may be given either personally or by proxy.

62. The instrument appointing a proxy shall be in writing under the hand of the appointee or of his attorney duly authorised in writing, or, if the appointee is a corporation, either under its seal or under the hand of an officer or attorney duly authorised. A proxy must be an Ordinary Member of the Association.

Proxy

63. 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 of the power or authority shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the Meeting, not less than forty-eight hours (48 hours) before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours (24 hours) before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.

64. The instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit:-

Wording of proxy form

### **THE BRITISH PARKING ASSOCIATION LIMITED**

I, \_\_\_\_\_ of \_\_\_\_\_ in the County of \_\_\_\_\_  
being an Ordinary Member of the above named Association hereby appoint  
of \_\_\_\_\_ or failing him \_\_\_\_\_ of \_\_\_\_\_  
as my proxy for me on my behalf at the (Annual or \Extraordinary or adjourned as the case may be )  
General Meeting of the Association to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_ and at any adjournment  
thereof.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 19 \_\_\_\_\_

This form is to be used \*in favour of/against (\*strike out whichever is not desired) the resolution. Unless otherwise instructed the proxy will vote as he thinks fit.

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

66. 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 or such death, insanity or revocation as aforesaid shall have been received by the Association at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

## **ACCOUNTS**

67. The Council shall cause accounting records to be sent in accordance with Section 12 of the Companies Act 1976 with respect to:-

- (a) All sums of money received and expended by the Association and the matters in respect of which the receipts and expenditure take place;
- (b) All sales and purchases of goods by the Association.
- (c) All assets and liabilities of the Association.

68. The accounting records shall be kept at the registered office of the Association or, subject to Section 12(6) and (7) of the Companies Act 1976, at such other place or places as the Council think fit, and shall always be open to the inspection of the officers of the Association.

69. The Council may from time to time determine at what times and places, and under what conditions or regulations, the accounts and books of the Association or any of them shall be open to the inspection of Members.

70. The Council shall from time to time, in accordance with Sections 150 and 157 of the Act and Sections 1, 6 and 7 of the Companies Act 1976 cause to be prepared and to be laid before the Association in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those sections.

71. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting together with a copy of the Auditors' report, shall not less than twenty one days (21 days) before the date of the Meeting be sent to every Member, and every holder of the debentures, of the Association. Provided that this Article shall not require a copy of these documents to be sent to any person of whose address the Association is not aware or to more than one of the joint holders of any debentures.

72. The Council shall appoint a person as Honorary Treasurer for a maximum period of four years subject to reappointment for one further term of up to four years. The Honorary Treasurer may be an ex-officio Member of the Council and shall discharge such duties as may be allocated by the Council from time to time.

## **AUDIT**

73. Once at least in every year the accounts of the Associations shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by properly qualified Auditors.

74. Auditors shall be appointed and their duties regulated in accordance with Section 161 of the Act, Sections 14 and 23A of the Companies Act 1967, Sections 13 to 18 of the Companies Act 1976 and Sections 7 and 12 of the Companies Act 1981.

75. A balance sheet shall be signed on behalf of the Council by two Members of the Council of the Association, one of whom shall be the Treasurer, and the Auditors' report shall be attached to the balance sheet, and the report shall be read before the Association in General Meeting, and shall be open to inspection by any Member.

## **NOTICES**

76. A Notice may be given by the Association to any member:

- (a) personally
- (b) by first-class post to the member's registered address or any address provided for notice purposes;

## **ACCOUNTS**

Accounting records

Inspection of accounts by members

Presentation of accounts to members at AGM

Balance sheet

Appointment of Treasurer

## **AUDIT**

Appointment of Auditors

Signing of audited accounts

## **NOTICES**

Sending of notices

- (c) by facsimile to any number of record; or
- (d) by e-mail to any address of record (including an email containing a link to the substance of the notice posted on the Association's website).

Where a notice is sent by post, service shall be deemed to be effected upon deposit of the notice, except that notice of a General meeting shall be deemed served the second clear day after posting.

77. Any notice required to be given by the Association to the Members or any of them and not expressly provided for by these presents, shall be sufficiently given if posted on the Association's website. Where a particular period of notice is required by law or by these Articles, such a posting shall be made publicly available the specified period in advance.

78. The signature to any notice to be given to the Association may be written or printed.

79. Notice of every General Meeting shall be given in any manner hereinbefore authorised to every Member and to the Auditors for the time being of the Association.

80. Every notice or application to the Council or the Secretary or the Association, except where otherwise specifically provided, shall be sufficient if the same be signed by the person or persons giving or making the same, and be given to the Secretary or be left at the office addressed to him between the hours of ten in the forenoon and four in the afternoon of any working day, excepting Saturday, or be forwarded to him at such office by post prepaid, and every person giving or making such notice or application shall be entitled to require an acknowledgement by the Secretary of the receipt of such notice or application.

81. Every Member of the Council, Secretary and other officer or servant of the Association shall be indemnified by the Association against, and it shall be the duty of the Council out of funds of the Association to pay, all costs, losses and expenses, including travelling expenses, which any such officer or servant may reasonably incur or become liable to by reason of any contract entered into or act or thing done by him as such officer or servant or in any way in the discharge of his duties. But this Article shall only have effect in so far as its provisions are not avoided by Section 205 of the Act. The Company shall be entitled to purchase and maintain insurance for any officer or auditor of the Company against liability attaching to such persons in respect on any negligence default breach of trust of which he may be guilty in relation to the Company.

#### **WINDING UP**

82. The provision of Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have the same validity and effect as if they were repeated in these Articles.

#### **SECRETARY**

83. Subject to Section 21(5) of the Companies Act 1976 the Secretary shall be appointed by the Council for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

Signature of notices

#### **INDEMNITY**

Indemnity of Council members

#### **WINDING UP**

#### **SECRETARY**