

COMPANY NUMBER: 4609682

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
ASSOCIATION OF BUSINESS PSYCHOLOGISTS LIMITED**

(Adopted by Special Resolution passed on 10 October 2011)

1 PRELIMINARY

1.1 The regulations contained in Table A and Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805), as amended by the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 1052), the Companies Act 1985 (Electronic Communications) Order 2000, the Companies (Tables A to F) (Amendment) Regulations 2007, and the Companies (Tables A to F) (Amendment) Regulations 2007, (such Table being hereinafter called "Table A") shall not apply to the Company.

1.2 In these Articles:-

1.2.1 The following definitions shall hold good:-

"the Act"	means the Companies Act 2006 as amended;
"Address"	in relation to an electronic communication, includes any number or address used for the purposes of such communication.
"AGM"	means an annual general meeting of the company.
"the Articles"	means the Articles of Association of the ABP;
"the ABP"	means the Association of Business Psychologists Limited (registered in England with number 4609682)
"the Auditors"	means the auditors from time to time of the ABP;
"the Board"	means collectively those Members appointed to the Management Board of the ABP in accordance with Article 11;
"Board Member"	means a member of the Board;
"Business Psychologist"	means a person who owns, manages or is a partner in, or is employed by, a business, for the purpose of providing psychological services to organisations or their officers in the private, public or voluntary sectors in relation to their business, or to individuals in relation to their employment or their careers;
"the Chairman"	means a member of the Board who has consented to act as its chairman, and is appointed under Article 12;
"Clear Days"	means, in relation to the period of a notice, that period excluding the day when the notice is given or on which it is to take effect;
"Director"	means a member of the Board who is also a director within the meaning of the Act;

“EGM”	means an extraordinary general meeting of the ABP;
“Member”	means a person who is registered in the books of the ABP as a Member of the ABP;
“Membership Subscription”	means the subscription due or payable by each Member in respect of a period of membership as directed by the Board from time to time;
“Registered Office”	means the registered office of the ABP;
“Officers of the Board”	means the Officers of the Board set out in Article 11.1.
“Ordinary Meeting of the Board”	means a meeting of the Board held according to any planned cycle of meetings that the Board may from time to time establish, or any meeting of the Board of whose date more than one calendar month’s notice is given.
“Rules”	means any rules or regulations adopted by the Board under Articles 15, 22 or 23;
“Secretary”	means any person who has consented to act as Company Secretary and is appointed under Article 12 to perform the duties of the Secretary of the ABP (including a joint, assistant or deputy Secretary);
“Treasurer”	means any person who has consented to act as Treasurer and is appointed under Article 12;
“Two-Thirds Majority Resolution”	means a resolution of the Board passed by a majority of two-thirds of the Board present and entitled to vote on the resolution;
“the United Kingdom”	means Great Britain and Northern Ireland;
“the Vice-Chairman”	means any person who has consented to act as Vice-Chairman and is appointed under Article 12;
“In Writing”	means written, printed, lithographed, by electronic communication, or partly one and partly another or other modes of representing or reproducing words in visible form;

1.2.2 Words importing the singular shall include the plural and *vice versa*; words importing persons shall include bodies corporate; words importing the masculine shall include the feminine.

1.3 The provisions of Section 113 of the Act shall be observed by the ABP and no person shall be registered in the books of the ABP as a Member unless he or she shall have signed a written consent thereto or having signed the Register of Members on becoming a Member in accordance with the provisions of Article 3 (Honorary Members) or Article 5 (Admission to Membership).

1.4 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force at the date at which these Articles become binding on the ABP.

2 OBJECTS

The ABP is established for the objects stated in the Memorandum of Association.

3 HONORARY MEMBERS

3.1 The Board may admit to Honorary Membership of the ABP for such period as it may determine:

- 3.1.1 individuals whom the Board considers are distinguished contributors in the field of Business Psychology;
 - 3.1.2 individuals whom the Board considers have rendered special service to the ABP or to the profession of Business Psychology.
- 3.2 An Honorary Member shall receive notice of and shall be entitled to attend all General Meetings and may speak at any such meeting but without entitlement to vote on resolutions proposed at such meetings. An Honorary Member shall not be required to sign any application for membership or to pay any fees or subscriptions, nor shall he be deemed to be a Member liable to contribute any amount on the winding-up of the ABP. An Honorary Member shall not be a Member of the ABP.

4 MEMBERSHIP

- 4.1 The number of Members is unlimited.
- 4.2 Membership shall be open to natural persons only who are:
- 4.2.1 Business Psychologists; or
 - 4.2.2 members of professions recognised by the Board as having an interest in Business Psychology; or
 - 4.2.3 suitable in the opinion of the Board for admission to membership.
- 4.3 The interest and rights of a Member are personal only and not transferable on death or bankruptcy.
- 4.4 The ABP shall keep at such a place as the Board shall decide an accurate Register of Members of the ABP, which shall be open to inspection by appointment.
- 4.5 There may be different classes of membership, according to such Rules as may be made under Article 23.

5 ADMISSION OF MEMBERS

- 5.1 All valid applications for membership shall be made in writing in such form and subject to such conditions as the Board may in its absolute discretion from time to time prescribe.
- 5.2 The election of Members shall be by resolution of the Management Board, which may refuse any application without giving reasons.
- 5.3 Unless the Board shall otherwise determine, any Member shall automatically cease to be a Member:
- 5.3.1 if he is adjudicated bankrupt;
 - 5.3.2 if he suspends payment or compounds with his creditors;
 - 5.3.3 if he is or is reasonably considered to be suffering from mental disorder and either:-
 - 5.3.3.1 he is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - 5.3.3.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, *curator bonis* or other person to exercise powers with respect to his property or affairs; or

- 5.3.4 if he fails to pay the Membership Subscription within six months of the due date.
- 5.4 The Board may by Two-Thirds Majority Resolution expel any Member at any time provided that:-
- 5.4.1 not less than 28 Clear Days' notice of the proposed resolution and of the matters giving rise to the proposed resolution have been given to the Member concerned; and
- 5.4.2 the Member concerned has been given a reasonable opportunity to make representations and to attend or be represented at the meeting of the Board called to consider the case and to be heard in defence; and
- 5.4.3 the procedures adopted for the matter follow any requirements duly made by the Board under Article 23, insofar as the latter comply with the provisions of this Article.

Any Member so expelled shall lose all privileges of membership without prejudice to any claims that the ABP may have but the Board by resolution may re-admit to membership any Member so expelled at such time and on such terms as it may determine.

6 SUBSCRIPTIONS

- 6.1 A subscription shall be payable by each member to the ABP at the beginning of each period of membership. Periods of membership, the rate of subscriptions to be paid in respect of them (which may be different for different categories of Member), and procedures in respect of subscriptions, shall be fixed by the Board from time to time. No Member shall be entitled to repayment of any part of a subscription if he resigns or is removed from membership after the commencement of a period of membership.
- 6.2 Only those Members who have paid all subscriptions due to the ABP shall be entitled to vote at a general meeting of the ABP. No Member whose Membership Subscription is overdue by six months and one day shall be entitled to exercise any of the other rights of membership.

7 RETIREMENT FROM THE ABP

A Member may terminate membership by giving notice in writing to the Secretary before the day when his subscription shall next be due and upon the Secretary's receipt of that notice he shall cease to be a Member. If no such notice is received the Member shall be liable for the Membership Subscription for the ensuing period of membership, which shall be a debt due to and legally recoverable by the ABP.

8 GENERAL MEETINGS AND NOTICE OF GENERAL MEETINGS

- 8.1 No more than eighteen months shall elapse between one AGM and the next.
- 8.2 AGMs shall be held at such time and place as the Board shall appoint.
- 8.3 All general meetings other than AGMs shall be EGMs.
- 8.4 The Board may convene an EGM whenever they think fit. If at any time there are not within the United Kingdom sufficient Board Members capable of forming a quorum of the Board, any Board Member or five per cent of the Members of the ABP may convene an EGM in the same manner as nearly as possible as that in which meetings may be convened by the Board. EGMs shall also be convened on requisition in accordance with the Act.

8.5 An AGM and a meeting called for the passing of a Special Resolution shall be called on not less than twenty-eight Clear Days notice in writing, and all other meetings of the ABP shall be called on not less than fourteen Clear Days notice in writing. A notice shall be exclusive of the day on which it is served and of the day for which it is given and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business. All notices shall be given as set out in Article 24.

8.6 Notwithstanding the foregoing, a General Meeting called by shorter notice than prescribed by this Article shall nevertheless be deemed to have been duly called if it is so agreed:

8.6.1 in the case of an AGM; by all the Members entitled to attend and vote thereat; and

8.6.2 in the case of an EGM; by a majority in number of the Members having the right to attend and vote at meetings and together representing not less than ninety five per cent of all the Members entitled to attend and vote thereat.

8.7 Accidental failure to give notice of a meeting to, or to receive notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed or the proceedings at that meeting.

9 PROCEEDINGS AT GENERAL MEETINGS

9.1 All business shall be deemed special that is transacted at an EGM, and also all that is transacted at an AGM with the exception of the consideration of the accounts, balance sheets and the reports of the Board and Auditors, and the appointment and fixing of the remuneration of the Auditors.

9.2 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Ten persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member, shall constitute a quorum, save in the case of the ABP having less than ten Members, when fifty per cent of the total number of Members shall be a quorum.

9.3 If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the request of the Members, shall be dissolved; in any other case it shall stand adjourned to such other day and such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

9.4 The Chairman shall preside as chairman at every general meeting of the ABP, or if the Chairman is not present within fifteen minutes after the time appointed for the holding of the meeting, or is unwilling to act, the Vice-Chairman shall preside as chairman or, if both are absent or unwilling to act, the Board Members present shall elect one of their number to be chairman of the meeting.

9.5 The Chairman at any general meeting may with the consent of any meeting at which a quorum is present, and shall if so directed by such a 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 the business left unfinished at the meeting from which the adjournment took place. When 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 otherwise it shall not be necessary to give any notice of an adjournment, or of the business to be transacted at any adjourned meeting.

9.6 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll (before or on the declaration of the result of the show of hands) is demanded:

- 9.6.1 by the chairman of the meeting: or
- 9.6.2 by at least five Members present in person or by proxy having the right to vote at the meeting: or
- 9.6.3 by a Member or Members present in person or by proxy representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 9.7 Unless a poll be so demanded, a declaration by the chairman that the resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the proceedings shall be conclusive evidence of the fact without further details or proof.
- 9.8 The demand for a poll may be withdrawn.
- 9.9 If a poll is demanded in accordance with these Articles it shall be taken in such manner and at such time as the chairman of such meeting directs, and the result of such poll shall be deemed to be the resolution of the ABP in general meeting. In the case of an equality of votes whether on a show of hands or on a poll, the chairman of such meeting shall be entitled to a second or casting vote.
- 9.10 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business, other than the question on which a poll has been demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 9.11 A poll demanded on the election of a chairman of the meeting or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such time and place as the chairman of the meeting directs not being more than thirty days after the poll is demanded.
- 9.12 No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
- 9.13 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 shall be as valid and effective as if the same had been passed at a general meeting of the ABP duly convened and held.
- 9.14 Any matter or thing which may under these Articles be dealt with by ordinary resolution and is not required by law to be dealt with in general meeting may, if the Board so resolves, be determined by a postal ballot to be conducted in such manner as the Board may think fit, and any resolution declared by the Board to have been carried by a majority of the Members voting on such ballot shall have effect in all respects as if it were an ordinary resolution duly passed at a meeting of the ABP duly convened and held.
- 10 VOTES OF MEMBERS**
- 10.1 Only those Members who have paid all subscriptions due to the ABP shall be entitled to vote at a general meeting of the ABP.
- 10.2 On a show of hands and on a poll every Member shall have one vote.
- 10.3 Rules made under Article 23 may provide for procedures regulating voting at general meetings, including voting by proxy, by post or by electronic communication. Where they regulate voting by proxy, they shall stipulate the procedures, if any, which will be required to authenticate the

proxy, and shall require that instruments of proxy show the date of the general meeting they relate to and whether the proxy is authorised to vote at his own discretion or not.

10.4 No objection shall be raised to the qualification of any voter except at the 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.

11 MEMBERSHIP OF THE BOARD

11.1 The Board shall comprise the Chairman, a Vice-Chairman, a Treasurer and a Secretary, and not less than one and not more than twelve other Members, in each case elected or co-opted as set out herein.

11.2 If at any time the requirements of Article 11.1 are not satisfied, the Board shall nevertheless have full powers to act but shall take steps to remedy the deficiency by co-options or otherwise.

11.3 The term of office of an elected Board Member shall run from the announcement of his election for a period of three calendar years. After six continuous years as an elected Board Member, a Member may not present himself for election for the next following term. However, any period during which a Member shall have been Chairman shall be disregarded for the purpose of this restriction, and a Member may become a co-opted Board Member for a period in which he would not be eligible to be an elected Board Member.

11.4 The Board may from time to time make co-options to the Board, provided that no such co-option may result in a majority of the Board having been co-opted. Persons so co-opted shall serve as Board Members until the announcement of the elections of Board members next following, but shall be eligible to be re-co-opted provided that they are not otherwise disqualified.

11.5 Unless all the elected Board Members shall agree otherwise, a person may be co-opted as Board Member for no more than two years without intermission.

11.6 The Board shall have power to act notwithstanding that any vacancy shall not have been filled.

11.7 Without prejudice to the generality of its powers under Article 15, the Board may adopt regulations under that Article with the effect of requiring membership of the Board by a person over the age of 70 to be periodically approved, if it is to continue.

11.8 Each year there shall be sent to every Member a list of the Board Members. This list shall indicate those whose term of office is due to expire that year and which of these are eligible and willing to be re-elected, and also those who have vacated office during that year.

11.9 Candidates for election other than those whose term of office will expire that year must be nominated by two members on an official nomination paper kept at the Registered Office (or at such other place as the Board may appoint). This paper shall be drawn so as to indicate the candidate's consent, and shall stipulate a date after which nominations will no longer be accepted, which must be 21 or more days after the circulation of the list of Board Members. If a nominator should subsequently withdraw a nomination before the appointments are declared, that nomination will be annulled.

11.10 If the number of candidates nominated for election does not exceed the number of vacancies on the Board, such candidates shall be deemed elected.

11.11 If the number nominated exceeds the number to be elected, the Secretary shall issue voting papers to the Members, stipulating a date of return after which they will be invalid, being not less than 21 days after the date on which they are circulated. Each Member may vote for as many candidates as there are vacancies to be filled and no more. The Secretary, and one Member appointed as scrutineer, shall examine the voting papers, and the candidates who have received the greatest number of votes for the relevant vacancies shall be declared duly elected. In case of equality of votes, the Chairman (or, in his absence, the Vice Chairman) of the Board shall have a casting vote.

11.12 A declaration of the Chairman (or, in his absence, the Vice-Chairman) of the Board of those persons elected to the Board under Articles 11.10 or 11.11 shall be binding.

11.13 The Board may provide by rules under Article 23 that no election or co-option is valid if it would result in more than two people employed by the same individual or organisation being Board Members at the same time.

12 OFFICERS OF THE BOARD

12.1 At the first Board Meeting following each AGM, the Board shall seek to agree to appoint from amongst its number the Officers of the Board, viz: a Chairman, a Vice-Chairman, a Treasurer and a Secretary. The Board shall begin its search for agreement on the next Chairman by considering:

12.1.1 when the AGM has taken place in an odd-numbered year, whether the last elected Vice-Chairman, if available, should assume the office; and

12.1.2 when the AGM has taken place in an even-numbered year, whether the last elected Chairman, if available, should assume the office.

12.2. If in respect of any Officer there is no agreement, nominations shall be called for. If there is more than one nomination, the Officer shall be elected by show of hands, or on the request of any Board Member by written ballot to be conducted by a person appointed by the Board by unanimous agreement; and the person elected by either method shall be appointed to the office. If in respect of appointment to any office there is no nomination, or if all persons nominated decline to serve, or if there is a call for a ballot but no agreement on who is to conduct it, then that appointment shall be held over until the next meeting of the Board.

12.3 Each Officer shall hold office from the close of the meeting of the Board at which he is appointed until the close of the meeting at which his successor is appointed, so long as he has not ceased under Article 13 to be a Board Member.

12.4 The Chairman may have office as Chairman for no more than six consecutive years. Whenever he may cease to hold office as Chairman, at least three years shall elapse before he may again be appointed for a further term as Chairman. Reappointment of the Chairman under Article 12.1, or his suspension under Article 12.6, shall not be cessation of office under this paragraph.

12.5 Each of the Officers must consent to appointment, and shall on appointment to office be deemed simultaneously appointed as a Director within the meaning of the Act.

12.6 Four Board Members (or if there should be fewer than nine members in all, then three Board Members) may at any time give notice to the Board of a complaint against any Officer of the Board. The notice shall state the grounds of the complaint, which may be of any nature (including conduct covered by Article 16.3 (relating to conflicts of interest)). An item for discussion of this complaint shall be placed on the agenda of the next Board meeting. This Board meeting, which shall not be chaired by the Officer complained of, which shall be held within 30 days of the complaint, and at which provision must be made for such Board Members as cannot attend to vote by proxy or *in absentia*, shall discuss this item, giving a reasonable opportunity to the Officer complained of to be heard, and this discussion shall not be adjourned for more than 7 days before a decision is made. At the end of the discussion a vote shall be taken, in which the Officer complained of shall have a vote,

and the Board shall resolve either to remove the Officer from his office or not. An Officer so removed shall remain a member of the Board. Any Officer who was appointed a member of the Board following a contested election and who is aggrieved by such removal may, if he obtains the written support of 12 members of the ABP, refer this decision of the Board to a General Meeting, which shall be held within two months of the decision; but until such a General Meeting is held he shall be suspended from office. If an Officer is removed, or while he is suspended, under this Article 12.6, the Board shall appoint another Board Member to act in his stead.

13 CESSATION OF MEMBERSHIP OF BOARD

13.1 A Board Member shall cease to be such if:

- 13.1.1 by notice in writing to the ABP he resigns as a Board Member;
- 13.1.2 he ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
- 13.1.3 he is removed from office by resolution duly passed under Section 168 of the Act;
- 13.1.4 he ceases to be a Member of the ABP;
- 13.1.5 he has failed to attend three Ordinary Meetings of the Board in succession, and the Board resolve, having regard to all the circumstances, that it is reasonable to terminate his membership;
- 13.1.6 in the circumstances set out in Article 13.2.

13.2 In the event that any three or more Board Members present a written complaint under this Article 13.2 to the Chairman or the Vice-Chairman alleging that one of the other Board Members (who may be one of the officers of the Board) is unsuitable as a Board Member, whether:

- i) because of serious or persistent transgressions of the ABP's Code of Ethics or Code of Conduct for the time being, or
- ii) because of findings by a court of law which they believe in their absolute discretion to be incompatible with his status as a Board Member, or
- iii) because of conduct in the course of the Board's business which they believe in their absolute discretion to be seriously disruptive or obstructive of the work of the Board, or
- iv) because of conduct in the course of the Board's business which they believe in their absolute discretion is contrary to the expectations laid down in Article 16.3 (relating to conflicts of interest),

then the Chairman or Vice-Chairman shall place the matter on the proposed agenda for a meeting of the Board, giving all Board Members at least 28 days' notice of the meeting and of the complaint (in such detail as to enable them to prepare for the discussion). If in the course of that meeting the Board shall so resolve, the Board Member complained of shall:

- 13.2.1 if appointed to the Board by co-option or by uncontested election, immediately cease to be a Board Member.
- 13.2.2 if appointed to the Board by contested election, then immediately be suspended from membership of the Board; and the Board shall put the question of his continued membership of the Board to a general meeting, which shall be held within two months of the date of suspension.

14 **PROCEEDINGS OF THE BOARD**

14.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and may also conduct business by electronic or other communications (which business shall be governed by the Articles regulating the proceedings of the Board at meetings, so far as they are capable of applying). All meetings of the Board shall be convened by the Secretary or by any person empowered by it to do so.

14.2 The Chairman or any three Board Members may at any time require the Secretary to convene a meeting of the Board. Where a meeting is announced at an AGM, no other notice of that meeting is required. Otherwise, meetings shall be convened by no less than seven days notice, unless all members of the Board agree to a lesser period.

14.3 Three Board Members (or such higher number as the Board may from time to time resolve) shall form a quorum.

14.4 The chairman of each meeting of the Board shall be the Chairman, or if he is unavailable the Vice Chairman, or if he is unavailable the Secretary, or if he is unavailable a chairman elected by the meeting. Each Board Member shall have one vote, and in the case of an equality of votes, the chairman of that meeting of the Board shall have a second or casting vote.

14.5 The Board at each meeting shall agree its agenda before proceeding to other business, but may subsequently vary it, and if the initial agreement be omitted any decisions of the Board shall nevertheless be valid.

15 **POWERS OF THE BOARD**

15.1 The business of the ABP shall be managed by the Board, who may exercise all the powers of the ABP. No alteration of the Memorandum of Association or Articles shall invalidate any prior act of the Board. The general powers given by this Article shall not be limited by any special power given to the Board by the Articles, and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Directors.

15.2 Without prejudice to any provisions in these Articles, the Board may:

15.2.1 bring before any general meeting any matters which it considers material to the objects or interests of the ABP as defined in the Memorandum of Association, and make any recommendation it considers relevant;

15.2.2 take cognisance of any matter which may be brought before it affecting the ABP or any of its Members;

15.2.3 appoint or dissolve, subject to such conditions as it wishes, any executive committee including one or more Board Members. Subject to any such conditions, the proceedings of an executive committee with two or more members shall be governed by the Articles regulating the proceedings of the Board so far as they are capable of applying;

15.2.4 delegate any of its powers to any such executive committee, or to any Board Member. Such a delegation may be conditional, or in full or in part; may include powers of subdelegation; and may be revoked or altered.

15.2.5 appoint any person to be the agent of the ABP for such purposes and on such conditions as they may determine, including authority for the agent to delegate all or any of his powers.

15.4 The Board shall appoint the chairman for any executive committee. If at any executive committee meeting the chairman is not present within five minutes after the time appointed for holding the same, any Board Member present, or in the absence of any the committee itself, may choose the chairman of the meeting.

15.5 The Board may also, subject to such conditions as it wishes, appoint or dissolve advisory committees.

15.3 All acts and proceedings of all committees shall be reported to the Board as soon as practicable.

15.6 The Board may do such acts as are conducive to the interest of good management of the ABP and the promotion of its objects. The Board may make such regulations as may be necessary for the nomination election appointment removal and retirement of Board Members, the orderly and efficient conduct of its own proceedings and of the proceedings of general meetings of the ABP, the proper supervision and use of the funds of the ABP, the conduct of arbitrations, and the proceedings and constitution of the Board. The Board may at any time and from time to time revoke or alter any of the said regulations.

15.7 The Directors shall unconditionally delegate all of their powers to the Board.

16 INTERESTS OF BOARD MEMBERS

16.1 Provided that he has disclosed to the Board the nature and extent of any financial interest of his or of any person connected with him, a Board Member notwithstanding his office:

16.1.1 may be a party to, or otherwise interested in, any transaction or arrangement with the ABP or in which the ABP is otherwise interested;

16.1.2 may be an officer of, or employed by, or a party to any arrangement with any company promoted by the ABP or in which the ABP is otherwise interested; and

16.1.3 shall not, by reason of his office, be accountable to the ABP for any benefit from any interest in any such company, provided that he may not vote or be part of the quorum for any resolution or matter in which he has a financial interest, and if he so votes his vote shall not be counted, whether on a show of hands or on a poll.

16.2 For the purposes of this Article:

16.2.1 a general notice given to the Board that a Board Member has an interest of the nature and extent specified in the notice in any arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Board Member has an interest in any such arrangement of the nature and extent so specified; and

16.2.2 an interest of which a Board Member has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

16.3 In the event of any conflict between the interests of the ABP and the private interests of a member of the Board, that member shall be expected to put the ABP's interest first, unless he has the specific agreement of the Board to the contrary. Failure to fulfil this expectation may be regarded as justifying action under Article 12.6 or 13.2.

17 REMUNERATION OF BOARD MEMBERS

The Board may itself authorise payment by the ABP to Board Members of any out of pocket expenses reasonably and properly incurred by them in the performance of their duties. It shall be for a General Meeting by ordinary resolution to determine any remuneration to be paid to Board Members in respect of their office or of their time spent on their duties as Board Members.

18 **STAFF AND DUTIES**

18.1 Such officers and assistants as may be required shall be appointed by the Board on salaries and on terms to be fixed (including pensions for themselves or their dependants).

18.2 The Board shall have powers at its discretion to employ consultants, agents and commercial organisations to advise or carry out administrative functions or services on behalf of the ABP.

19 **INDEMNITY**

19.1 Every Board Member or other officer of the ABP shall be indemnified out of the assets of the ABP against any liability incurred by him in defending any proceedings, or in other legal expenses, relating to actions or omissions performed by him in his capacity as an officer or in consequence of his office, unless it can be shown that he performed such actions or omissions in bad faith or otherwise than in order to further the best interests of the ABP. Such indemnity shall be net of any relevant costs awarded by a Court in his favour and duly recovered.

19.2 The ABP may purchase for Board Members and officers liability insurance against any such liability as is referred to in Section 233 of the Act.

20 **EXECUTION OF DEEDS**

If the ABP has a seal then it shall only be used by the authority of the Board or of a Committee of Board Members authorised by the Board. Only the Board Members who are also Directors within the meaning of the Act may execute any instrument as a deed.

21 **RECORDS**

21.1 The Board shall cause proper minutes to be made of all appointments of officers and of co-option of all Board Members and of the proceedings of all meetings of the ABP and of the Board and of Committees of the Board. Any such minutes of any meeting, signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without proof of the facts therein stated.

21.2 A resolution in writing signed by, or approved by emails issued by, all the Board Members for the time being or all members of any committee of the Board shall be as valid and effectual as if it had been passed at a Meeting of the Board or of such committee duly convened and constituted. Such a resolution may consist of several copies of the same document, each signed by one or more of the Board Members or committee members.

21.3 All acts *bona fide* done by any meeting of the Board or any committee of the Board or any person acting as a Board Member or a member of a committee of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Members 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 Board Member or a member of a committee of the Board.

22 **FINANCE AND ACCOUNTS**

22.1 Subject to decisions of the Board, the Treasurer shall have power to make and refuse payments on behalf of the ABP, and to delegate this power subject to such conditions as he sees fit. In delegating the power he shall not lose the capacity to exercise it himself if he sees fit.

22.2 The Board shall cause an accounting record to be kept in accordance with Sections 386 and 388 of the Act.

22.3 The accounting record shall be kept at such a place as the Board shall decide, and shall always be open to the inspection of the Board Members. It shall also be open by appointment to the inspection of other Members of the ABP, save to the extent that the Board may for a limited period require it to be maintained in confidence, either in relation to all other Members, a class or classes of Members, or individual Members.

22.4 At each AGM, the Board shall lay before the ABP a balance sheet accompanied by proper accounts, an auditor's or alternative report if required, and other documents in relation to the last completed accounting year.

22.5 Auditors shall be appointed and their duties regulated in accordance with sections 475 and 485 of the Act, the Board Members being treated as the directors mentioned in those sections.

22.6 The powers and duties of the Board set out in this Article in and following paragraph 22.2 may be delegated by the Board to a Finance Committee or to the Treasurer.

22.7 The ABP shall not subscribe or make any donations to any political party.

23 **RULES OF THE ABP**

23.1 The Board Members may from time to time adopt such Rules as they may deem necessary or expedient or convenient for the proper conduct and management of the ABP and for the purpose of prescribing classes and conditions of Membership. If they prescribe more than one class of Member, they must state for each class whether that class of Member has the rights of nomination, of consent to nomination, of election and of voting conferred on Members under these Articles, or not; and may refer to Members with such rights as "Full Members" and Members without such rights as "Associate Members" for this purpose.

23.2 Such Rules shall be binding on all Members. Such Rules may regulate:-

23.2.1 the admission and classification of Members and the rights and privileges of such Members and the conditions of Membership and the terms on which Members may resign or have their Membership terminated and the fees, subscriptions and other payments to be made by Members;

23.2.2 the conduct of Members in relation to one another and to the ABP's servants, officers and agents;

23.2.3 the procedure at general meetings and meetings of the Board regulated by these Articles;

and, generally, all such matters as are commonly the subject matter of rules and/or regulations of a company or a professional association.

23.3 The ABP in general meeting shall have power to add to, alter or repeal the Rules, and the Board shall bring the Rules to the notice of Members of the ABP. Rules adopted by a general meeting under this paragraph shall take precedence over rules or regulations made by the Board or conditions imposed by the Board under any of the Articles.

23.4 If the Articles be amended by the Members in general meeting, the Board shall have power to make by Rule under this Article such provision as may be necessary in consequence of such amendment to ensure the proper governance and regularity of the ABP.

24 NOTICES

24.1 Notices may be served upon Members either personally or by transmission to the Members at such Address as may from time to time be specified by them. A Member whose registered Address is not within the United Kingdom and who gives the ABP an Address within the United Kingdom at which notices may be given to him, or an Address to which notices may be sent using electronic communication, shall be entitled to have notices given to him at that Address, but otherwise no such Member shall be entitled to receive any notice from the ABP.

24.2 Where a notice is sent by post or electronic communication, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting or electronically transmitting it, and to have been effected at the end of twenty-four hours after the posting or electronic transmission.

24.3 A Member present, either in person or by proxy, at any meeting of the ABP shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

25 COMPANY ADDRESS

No Member shall use the title or address of the ABP in communications for the purposes of their own private business. No Member except an officer of the Board or as authorised by the Board shall use the title or address of the ABP in communications for publication. A reference only to the fact that a person is a Member shall not be an infringement of this Article.

26 ARBITRATION

26.1 The Chairman may on the request of any Member appoint any person to undertake the arbitration of a dispute relating to a commercial transaction.

26.2 The ABP shall not undertake arbitrations or negotiations relating to wages or conditions of work in any specific industry but this shall not prevent the Management Board Members from expressing an opinion in relation to any matter of wages incomes or economic policy as a whole.

27 ALTERATION OF ARTICLES

These Articles may be altered by special resolution of the ABP passed in accordance with the provisions of the Act.