

**Communities, Equality and Local Government Committee
Regulated Mobile Homes Sites (Wales) Bill
RMHS 24 British Holiday & Home Parks Association, Supplementary
Evidence**

*The representative body of the parks industry including
caravans, chalets, lodges, park homes, tents and
all types of self catering accommodation.*



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& HOME PARKS
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Regulated Mobile Home Sites (Wales) Bill

Further to the written and oral evidence provided to the Communities, Equality and Local Government Committee, we would comment as follows.

Residential Parks in Wales

Part of the discussion during the oral evidence on 28 November was to address the size of residential park businesses in Wales. We stated that the majority are microbusinesses.

The Consumer Focus Wales Report states 'The majority of sites in Wales have fewer than 50 residential mobile homes' (page 23) and includes the following table (page 24).

The figures in the top row indicate the number of park homes on a particular park.

This indicates that there are 16 residential parks in Wales with 10 or fewer homes, and 58 parks in Wales with between 11 and 50 homes.

This confirms that 74 (80%) Welsh residential parks have 50 or fewer homes.

None of these will be 'multi-million pound businesses'. It is doubtful if any would achieve a six-figure turnover.

Table 1 Profile of mobile home sites in Wales

	Number of sites in the local authority area					Total
	Up to 10	11-50	51-100	101-200	201+	
Powys	4	8	1	1	-	14
Pembrokeshire	2	9	1	-	-	12
Carmarthenshire	3	6	3	-	-	12
Ceredigion	4	3	2	-	-	9
Flintshire	-	7	-	-	1	8
Vale of Glamorgan	-	3	-	2	-	5
Conwy	1	3	1	-	-	5
Isle of Anglesey	-	4	-	-	-	4
Swansea	-	1	2	1	-	4
Rhondda Cynon Taff	-	2	1	-	-	3
Monmouthshire	1	2	-	-	-	3
Newport	-	2	-	-	-	2
Gwynedd	1	1	-	-	-	2
Denbighshire	-	2	-	-	-	2
Bridgend	-	1	-	1	-	2
Wrexham	-	1	1	-	-	2
Torfaen	-	1	-	-	-	1
Neath Port Talbot	-	1	-	-	-	1
Merthyr Tydfil	-	1	-	-	-	1
Total	16	58	12	5	1	92



President:
Ros Pritchard OBE
David Bellamy OBE

Director General:
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Member, European Federation
of Campingsite Organisations
& Holiday Park Associations

Registered Office - as above. Registered No 713398 England.

We hope that these figures emphasize the need for the National Assembly to consider the costs proposed by the Regulated Mobile Home Sites (Wales) Bill against businesses' ability to meet them.

BH&HPA Membership Standards

We also addressed how BH&HPA applies membership standards.

BH&HPA's Articles of Association are appended for the Committee's information. However, given their length and complexity, notes are provided below with regard membership standards.

Article 1 gives definitions, including the definition of a Member's 'Colleague' and of 'Disciplinary Action'

Article 6D confirms where applicants are admitted to membership, they are 'probationary' members for the first year so that the membership is reviewed after 12 months.

Article 6E confirms membership admission is at the discretion of the BH&HPA Board who adhere to the principles of natural justice. The BH&HPA Board can take an applicants' 'Colleagues' (as defined in Article 1) into account on their membership decision. This mirrors 9(3)(a) of the Bill requiring Local Authorities to consider a park owner's current and previous associates.

Article 11A explains that once a Disciplinary Action has commenced, the member cannot resign the membership to circumvent the Membership Committee's work in reviewing allegations of conduct unworthy of a member. The resignation cannot take effect until the Disciplinary Action is concluded.

Article 11D confirms that where a membership is terminated by the Membership Committee, any other memberships associated with that individual are also automatically terminated.

Recommendation: This is one of the most important points when considering the requirements of the Bill. There is no requirement drafted to ensure that if an individual is judged unfit to manage a particular park, this would apply across all parks within their control.

Article 12 explains the constitution and work of the Membership Committee (adhering to the principles of natural justice) in addressing 'any allegation made ... that a member or a Colleague shall have been guilty of conduct of unworthy of a member'. This can include:

- i. The breach of the criminal or civil law in relation to the carrying on of any trade, business or undertaking of the member;
- ii. Conduct calculated or likely to bring the member or any trade, business or undertaking of the member into disrepute;
- iii. Conduct calculated or likely to bring the Association into disrepute;
- iv. The breach of or failure to comply with any Code of Conduct, Code of Practice, Grading Scheme or other requirement prescribed by the Directors from time to time as being applicable to the membership or any trade, business or undertaking of members.

(There are currently no additional requirements under iv.)

Article 13 explains that the Membership Committee can suspend or terminate a membership.

Articles 14 and 15 explain how a decision of the Membership Committee can be appealed to the Membership Appeals Committee (upon payment of a fee to prevent vexatious appeals – the fee is refunded if the appeal is successful). The Membership Appeals Committee also adheres to the principles of natural justice in its work.

We would be glad to provide any further information to assist in the scrutiny of the Bill and development of reforms for the industry in Wales.

7 December 2012

COMPANY LIMITED BY A GUARANTEE AND NOT HAVING A SHARE CAPITAL

**ARTICLES OF ASSOCIATION
OF
BRITISH HOLIDAY AND
HOME PARKS ASSOCIATION LIMITED**

INTERPRETATION

1. In these Articles:-

¹"The Act" means the Companies Act 2006 and any statutory modification or re-enactment thereof for the time being in force.

²"Act of Insolvency" means in relation to the qualifying business of a member:

- (a) the making of an application for an administration order or the making of an administration order
- (b) the appointment of an administrator
- (c) the appointment of a receiver or manager or an administrative receiver
- (d) the making of a winding-up order
- (e) striking-off from the Register of Companies
- (f) the making of a bankruptcy order against the member.

³"Articles" means these Articles of Association.

"The Association" means the above named Company.

"Clear days" in relation to the period of notice means that period excluding the day when notice is given or deemed to be given and the day for which it is given on or on which it is to take effect.

"Colleague" shall include in respect of a Member

- (a) their spouse,
- (b) their civil partner,
- (c) their cohabitee,
- (d) their child or stepchild,
- (e) their business partner or co-director (or shadow director) of any company of which they are director or shadow director,
- (f) their employee,

¹ Amended by Special Resolution of the Association passed on 3 February 2009.

² Amended by Special Resolution of the Association passed on 8 February 2012

³ Amended by Special Resolution of the Association passed on 3 February 2009.

- (g) any body corporate of which the Member is an officer or shareholder and
- (h) any person who is a colleague (which expression shall be defined as if they were a Member) of any of the persons listed at (a) to (g) above (inclusive)

⁴“Disciplinary Action” means the process that follows the referral by the Directors of a Full Member to the Membership Committee under Clause 11(D) of these Articles including any appeals to the Membership Appeals Committee.

"Executed" includes any mode of execution.

"Month" means calendar month.

"Office" means the registered office of the Association.

"Area Branches" means groupings of members of the Association within local areas of the United Kingdom.

"The Seal" means the common seal of the Association.

"Secretary" means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary.

"United Kingdom" means Great Britain and Northern Ireland.

"In writing" includes the written, printed or lithographed word, or partly one and partly another and includes communication by telex or facsimile and other means of communication of the written word in legible and durable form.

Words importing the singular number only shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender. Unless the context otherwise requires, words or expressions contained in these Articles bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Association.

2. The provisions of Section 113 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
3. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERS

- 4.⁵ Membership of the Association shall consist of Full Membership, Past Park Owner Membership, Potential Membership, Probationary Membership, Associate Membership and Honorary Membership and except where otherwise expressly stated any reference to a “member” in these Articles shall include any

⁴ Amended by Special Resolution of the Association passed on 8 February 2012

⁵ Adopted in place of the former clause by Special Resolution of the Association passed on 25 September 1996.

person granted any of such memberships referred to in this Article 4 and “membership” shall be construed accordingly.

5. The subscribers to the Memorandum of Association of the Association and such other persons as the Directors shall admit to the membership in accordance with the provisions hereinafter contained shall be members of the Association.
6. Full Membership shall be open to individual persons who regularly carry on a trade business or undertaking of a nature described at Clause 3(a) of the Memorandum of Association whose businesses comply with such grading standards (if any) as may be adopted from time to time by the Directors (herein referred to as a "qualifying business") provided that in the case of a qualifying business being operated by a partnership, company or local authority in such a manner as would if operated by an individual person qualify that person for admission as a Full Member under this Article up to four partners, directors, employees or members thereof, as the case may be, shall be qualified to be admitted jointly as a Full Member of the Association. The names of any such individuals shall be entered on the Register to show the qualifying business with which they are connected and that they are joint members admitted as a Full Member.⁶
- ⁷6A. Membership may at the discretion of the Directors be retained by Full Members on and during retirement from a qualifying business. Such Full Members shall upon such event be known as Past Park Owner Members and the appropriate entries shall be made in the Register of Members to reflect the change of class as members.
- 6B.⁸ Potential Membership shall be open to any person who satisfies the Directors that it is his intention to commence a Qualifying Business within a reasonable period of time after his application for membership. Such members shall be known as Potential Members.
- 6C.⁹ Associate Membership shall be open to any person who satisfies the Directors that his business has a sufficient connection with the objects of the Association or is otherwise connected with the interests of Full Members of the Association. Such members shall be known as Associate Members.
- 6D.¹⁰ Where the Directors are minded to confer Full Membership upon an Applicant he shall for a period of twelve months from the first consideration of his application by the Directors be a Probationary Member and as soon as possible following that period the Directors shall either confirm his membership as a Full Member or decline it or extend the Probationary Membership for such period of time as they think fit.
- 6E. Admission to any class of membership shall be at the discretion of the Directors who shall nevertheless follow the principles of natural justice. In an appropriate case the Directors shall be entitled to have regard to any Colleague of the applicant for membership and any connection of the Colleague with the qualifying business of the applicant.
7. Honorary membership shall be open to any person whether or not carrying on a qualifying business who, in the opinion of the Directors, has at any time had an interest in or has rendered assistance or service to the Association.

⁶ Adopted in place of former clause by Special Resolution passed on 24 January 2000.

⁷ Amended by Special Resolution of the Association passed on 8 February 2012

⁸ Adopted by Special Resolution passed on 15 February 2011.

⁹ Adopted by Special Resolution passed on 15 February 2011.

¹⁰ Adopted by Special Resolution passed on 15 February 2011.

- 8.¹¹ Any person who qualifies under the provisions of Articles 6, 6A, 6B, 6C and 7 hereof may be admitted by the Directors in their sole discretion to be a Full Member, Past Park Owner Member, Potential Member, Probationary Member, Associate or Honorary Member respectively. Written application for membership in a form required by the Directors shall be made to the Secretary of the Association and shall be accompanied by a written nomination of a Full Member of the Association.
- 8A¹² Admission to any class of membership shall be at the discretion of the Directors who shall nevertheless follow the principles of natural justice. In an appropriate case the Directors shall be entitled to have regard to any Colleague of the applicant for membership and any connection of the Colleague with the qualifying business of the applicant.
- 8B¹³ Any person who qualifies under the provisions of Articles 6, 6A, 6B, 6C and 7 hereof may be admitted by the Directors in their sole discretion to be a Full Member, Past Park Owner Member, Potential Member, Probationary Member, Associate or Honorary Member respectively.
- 8C¹⁴ The Secretary shall notify the applicant of the decision of the Directors in respect of their application together with their right of appeal (if any) and the fee which the Directors have determined the applicant would be required to pay in the event of an appeal. An applicant who is aggrieved by the decision of the Directors to refuse their application for Full Membership, Probationary Membership or Potential Membership may request that their application be reconsidered by the Membership Appeals Committee by way of appeal. Any such request shall be made to the Secretary in writing within 21 days of the date of notification of the decision of the Directors. The Membership Appeals Committee shall hear such an appeal in accordance with the procedure set out in the Article 15 substituting the applicant for the member in Article 15. Article 15(C)(vii) shall not apply to an appeal by a person aggrieved by the refusal by the Directors of his/her application for Full or Potential Membership. This Article 8C shall not apply to an applicant for Associate Membership as there is no right of appeal.
- 8D¹⁵ At the same time as they lodge their appeal under Clause 8C of these Articles the applicant shall pay to the Association a fee determined by the Directors having regard to the likely costs and expenses of the appeal to the Association. No appeal shall be valid unless and until the fee is paid in full. That fee shall not be repaid to the applicant unless their appeal shall be upheld when it shall be repaid as soon as practicable.

SUBSCRIPTIONS

- 9 (A) Every member shall pay to the Association on joining such fee and shall thereafter pay such membership subscriptions of such amounts calculated in such manner and payable on such day or days (hereinafter "due date") as shall from time to time be determined by the Directors, with power to determine different subscriptions for different classes of member.
- ¹⁶(B) A member whose membership subscription remains unpaid shall not be entitled to vote at any General Meeting of the Association and if the subscription remains unpaid three months after the due date he shall have his name removed from the list of current members and shall

¹¹ Adopted in place of the former clause by Special Resolution of the Association passed on 25 September 1996.

¹² Adopted by Special Resolution passed on 15 February 2011.

¹³ Adopted by Special Resolution passed on 15 February 2011.

¹⁴ Adopted by Special Resolution passed on 15 February 2011.

¹⁵ Adopted by Special Resolution passed on 15 February 2011.

¹⁶ Amended by Special Resolution of the Association passed on 8 February 2012

thereafter not be entitled to attend or otherwise participate in any meeting of the Association not to receive any notice or publication of the Association, and all membership rights of such member shall thereupon cease. However where at the relevant time there is any Disciplinary Action outstanding in respect of any Full Member the provisions of this Clause 9(B) of these Articles shall not come into effect to terminate that Full Member's membership until the Disciplinary Action has concluded.

- (C) The Directors may in their absolute discretion re-admit to membership any person whose membership has lapsed or been terminated for any cause, subject to such conditions and on payment of such sum or sums (if any) as the Directors in their absolute discretion may determine.

10. Membership of the Association shall not be transferable.

TERMINATION AND EXPULSION

11.¹⁷¹⁸ Membership of the Association shall be terminated:-

- (A) By any class of member giving to the Directors written notice of their resignation. However in the case of a Full Member against whom Disciplinary Action is outstanding at the date of the service of the notice the effect of any such written notice shall be suspended and shall not come into force to terminate that Full Member's membership until the Disciplinary Action has concluded.
- (B) In the case of an individual jointly a Full Member with others under Article 6 of these Articles by that individual notifying the Secretary of their desire to cease being recorded as such or by the other individual or individuals appearing with them on the Register notifying the Secretary in writing that they have ceased to be associated with the qualifying business or have died.
- (C) In the case of a Probationary, Potential, Past Park Owner or Associate Member by resolution of the Directors that their membership should be suspended or terminated. The Directors shall not be obliged to give any reasons or explanation for such suspension or termination and there shall be no appeal against such a resolution.
- (D) In the case of any Full Member if his membership is terminated by resolution of a committee to which the matter shall be referred by the Directors ("the Membership Committee") established in accordance with Clause 12 of these Articles. Where the membership of a Full Member is terminated under this paragraph (D) all joint memberships under Article 6 of these Articles held by that Full Member shall be terminated as regards that Full Member.
- (E) On the death of a member.
- (F) In the case of any class of member in the event of an Act of Insolvency.

12.¹⁹²⁰ The Membership Committee shall consist of the Vice-Chairman of the Association from time to time who shall otherwise determine its constitution by appointing not less than two and not more than four Directors to act with him. In considering a resolution to suspend or terminate the membership of a

¹⁷ Amended by Special Resolution of the Association passed on 8 February 2012

¹⁸ Adopted by Special Resolution passed on 15 February 2011.

¹⁹ Amended by Special Resolution of the Association passed on 8 February 2012

²⁰ Adopted by Special Resolution passed on 15 February 2011.

member:-

- (A) The Membership Committee shall nevertheless respect the principles of natural justice; and
- (B) The Membership Committee shall have regard to any allegation made to the Association that a member or a Colleague shall have been guilty of conduct of unworthy of a member. The expression “conduct unworthy of a member” shall be deemed to include (but the following list shall not be exhaustive):-
 - i. The breach of the criminal or civil law in relation to the carrying on of any trade, business or undertaking of the member;
 - ii. Conduct calculated or likely to bring the member or any trade, business or undertaking of the member into disrepute;
 - iii. Conduct calculated or likely to bring the Association into disrepute;
 - iv. The breach of or failure to comply with any Code of Conduct, Code of Practice, Grading Scheme or other requirement prescribed by the Directors from time to time as being applicable to the membership or any trade, business or undertaking of members.
- (C) The Membership Committee shall have regard to any allegation made against any Colleague and in particular that a Colleague was refused admission to membership of the Association or has been the subject of a referral to the Membership Committee or whose membership has been suspended or terminated.

- 13²¹. (A) When a member is under consideration by the Directors under clause 11(C) of these Articles or has been referred to the Membership Committee by the Directors the Directors (in the case of a reference under Clause 11(C)) or the Membership Committee may at its discretion suspend the membership of the member until as the case may be the Directors or the Membership Committee have concluded the consideration of the referral. The Directors or the Membership Committee shall cause any such suspension to be notified to the member by the Secretary and all the privileges of membership shall be suspended as regards the member pending the consideration of the referral by the Directors or the Membership Committee.
- (B) Before passing a resolution to suspend (other than a suspension pending consideration of the referral under Article 13(A)) or to terminate the membership of a member the Directors or as the case may be the Membership Committee shall take the following steps:
1. inform the member in writing of their intention to consider such a resolution.
 2. inform the member of the facts giving rise to that intention.
 3. give the member not less than twenty-eight clear days’ notice in writing of their intention to consider the resolution and of the time and place where it shall be considered.
- The member and/or his appointed representative and (but at the discretion of the Directors or the Membership Committee) any person making an allegation against the member may make oral and written representations to the Directors or as the case may be the Management Committee as he reasonably desires

- ²²(C) The Directors or as the case may be the Membership Committee may at the time fixed for

²¹ Adopted by Special Resolution passed on 15 February 2011.

²² Amended by Special Resolution of the Association passed on 8 February 2012

consideration of the resolution referred to in Article 11(C) or 11(D) of these Articles take Disciplinary Action by way of suspension or termination of the member's membership and/or the removal of the member's name from any list published by the Association. If it shall appear to be appropriate in all the circumstances of the case the Directors or as the case may be the Membership Committee may restrict any such action to one or more of any individuals who are members jointly to the exclusion of the others. The Directors shall determine whether a member whose membership has been suspended shall remain obliged to continue to pay their subscription or whether payment of the subscription shall be suspended and if so for what period.

- 14.²³ (A) A Full Member whose membership is suspended or terminated by resolution of the Membership Committee (other than a suspension pending consideration of the referral under Article 13(A)) may within twenty one clear days of the resolution being notified to him by notice in writing to the Secretary (together with the notice of the fee payable under Article 14(B) below) appeal against such resolution of to the Membership Appeals Committee stating the grounds of their appeal, and the Secretary shall furnish the Membership Appeals Committee as constituted by Article 15(C)(ii) below with any documentary evidence considered by the Membership Committee, any written representations made by the member and member's notice of appeal.
- (B) At the same time as they lodge their appeal under Article 14(A) of these Articles the member shall pay to the Association a fee determined by the Directors having regard to the likely costs and expenses of the appeal to the Association and that fee shall not be repaid to the member unless their appeal shall be upheld when it shall be repaid as soon as practicable.
- (C) The appeal of a member shall not be valid unless and until the fee payable under Article 14(B) of these Articles is paid in full. That fee shall not be repaid to the appellant unless their appeal shall be upheld when it shall be repaid as soon as practicable.
- (D) Until a member's appeal is considered by the Membership Appeals Committee the resolution of the Membership Committee to suspend or terminate membership of that member shall stand but in the event of the appeal being successful or the member being deemed to be reinstated pursuant to Article 15(C)(vii) of these Articles the resolution of the Membership Committee shall be deemed to be of no effect from the outset.
- 15.²⁴ (A) The Membership Appeals Committee shall save as provided by the next sub-clause of this Article 15 consist from time to time of such of the Branch officers from time to time of the Area Branches of the Association as are full members of the Association.
- (B) The President, Vice-President and Directors shall not be eligible for the Membership Appeals Committee.
- (C) The Membership Appeals Committee shall (except as appears below) regulate its own business but in any event the following principles shall apply to its business:-
- i. It shall as soon as practicable upon the adoption of these Articles appoint a Chairman from among its members. The Chairman shall retire from office after a period of two years and for the purpose of this sub-clause of this Article 15 the present Chairman shall

²³ Adopted by Special Resolution passed on 15 February 2011.

²⁴ Sub-clauses (A), (B) and (C)(ii) to (vii) adopted in place of the previous sub-clauses by Special Resolution passed on 18 March 1993. Sub-clause (c)(i) adopted in place of the previous sub-clause by Special Resolution of the Association passed on 25 September 1996

be taken to have been appointed to office on 1 November 1995. The Chairman from time to time shall remain in office until:-

- (a) He retires by rotation in accordance with this sub-clause of Article 15; or
- (b) He ceases to be a member of the Membership Appeals Committee; or
- (c) the said Committee by majority vote determines otherwise.

And the said Committee shall appoint further Chairman as and when the occasion arises.

- ii. The Chairman of the Membership Appeals Committee shall determine the constitution of the said Committee for any appeal. In determining the constitution the Chairman shall not appoint a member to hear the appeal of a member of the Association from the Area Branch he represents.
- iii. Three of its members shall constitute a quorum.
- iv. Its business shall be decided by a majority of votes.
- v. The Chairman shall in the event of an equality of votes have a second or casting vote.
- vi. It shall receive oral and/or written evidence from such persons as it shall deem appropriate for the equitable determination of the appeal.
- vii.²⁵ Its Chairman shall give the Membership Committee and the member appealing to it at least twenty-eight days' notice of the time and place at which the appeal will be considered provided that the appeal shall be heard not later than 200 days after the entry of a valid appeal and if it is not so heard the member shall be deemed to be reinstated.

GENERAL MEETINGS

- 16. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting (in addition to any other meetings in that year) at such time and place as may be determined by the Directors, and shall specify the meeting as such in the notices calling it, provided that not more than fifteen months shall elapse between the date of one Annual General Meeting and the next. An Annual General Meeting shall receive and consider the accounts, balance sheets and reports of the Directors and of the auditors, the election of Directors in place of those retiring and the appointment of, and the fixing of the remuneration of the auditors and to transact any other business.
- 17. The Directors may call General Meetings and, on the requisition of Full Members pursuant to the provisions of the Act, shall forthwith proceed to convene a General Meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Directors to call a General Meeting, any Director or any Full Member of the Association may call a General Meeting.

²⁵ Adopted by Special Resolution passed on 15 February 2011

NOTICE OF GENERAL MEETINGS

18. An Annual General meeting and a General Meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least twenty-one clear days' notice. All other General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:-
- (a) in the case of an Annual General Meeting, by all members entitled to attend and vote thereat; and
 - (b) in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together not holding less than ninety-five per cent of the total voting rights at the meeting of all the members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an Annual General Meeting shall specify the meeting as such.

The notice shall be given to all the members and to the Directors and auditors.

19. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

20. No business shall be transacted at any General Meeting unless a quorum is present. Save as herein otherwise provided ten Full members personally present shall be a quorum.
21. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the Directors may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Full Members present shall be a quorum.
22. The Chairman (if any) of the Board of Directors shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Full Members present shall choose some Director, or if no Directors be present or if all the Directors present decline to take the chair, they shall choose some Full Member of the Association who shall be present to preside.
23. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give such notice.
24. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provision of the Act,

a poll may be demanded:-

(a) by the Chairman; or

(b) by at least three members having the right to vote at the meeting

and a demand by a person as proxy for a member shall be the same as a demand by the member

25. Unless a poll is duly demanded a declaration that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
26. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the Chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
27. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
28. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
29. 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 either forthwith or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if demand had not been made.
30. 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.

VOTE OF MEMBERS

- 31.²⁶On a show of hands every Full Member present in ²⁷person or by proxy shall have one vote. On a poll every Full Member present in person or by proxy shall have one vote. In the case of individuals admitted jointly under Article 6 of these Articles as a Full Member the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the others; and seniority shall be determined by the order in which the names of the individuals appear in the Register. No member save a Full Member shall be entitled to vote.
32. No Full Member other than one duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at any General Meeting.
33. A proxy must be a Full Member.

²⁶ Adopted in place of former clause by Special Resolution passed on 24 January 2000

²⁷ Amended by Special Resolution of the Association passed on 3 February 2009

I/We, of,
being a Full Member/Members of the Association, hereby appoint of
or failing him, of
as my/our proxy to vote in my/our name[s] and on my/our behalf at the Annual/General Meeting of
the Association to be held on 20 , and at any adjournment thereof

This form is to be used in respect of resolutions mentioned below as follows:- Resolution No. 1

*for *against

Resolution No. 2 *for *against

*Strike out which is not desired.

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

Signed this day of 20 "

39. A vote given or poll demanded by proxy shall be valid not withstanding the previous determination of the authority of the person voting or demanding a poll unless notice of determination was received by the Association at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

OFFICERS

40. A President may be appointed for life (or for such term as specified by the General Meeting at the time of his appointment) at an Annual General Meeting. The appointment may be revoked at any time by ordinary resolution of the Association in General Meeting.
41. The Directors may recommend to an Annual General Meeting that the office of Vice-President shall be created and that Vice-Presidents who shall number not more than fifty at any one time, may be elected. Vice-Presidents shall be elected annually at the Annual General Meeting on the recommendation of the Directors, shall hold office for one year but shall be eligible for re-election.
42. Subject to the provisions of the Act the Secretary shall be appointed by the Directors for such period at such remuneration and upon such conditions as they may think fit and any Secretary so appointed may be removed by them. The Directors may from time to time, if there is no Secretary or no Secretary capable of acting, by resolution appoint an Assistant or Deputy Secretary who shall be deemed to be the Secretary during the term of his appointment.
43. A Treasurer may be appointed by the Directors for such period at such remuneration and upon such conditions as they may think fit and any Treasurer so appointed may be removed by them.

DIRECTORS

- 44.³¹ Until otherwise determined by a General Meeting, the number of Directors shall not be less than seven nor more than thirty-five.

³¹ Adopted in place of former clause by Special Resolution passed on 9 February 2004

- 45.³² Only a Full Member of the Association shall be eligible to hold office as a Director
46. Subject as provided by the next following Article the Directors may from time to time and at any time appoint any Full Member of the Association as a Director, either to fill a casual vacancy or by way of addition to the Directors, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election. Such a Director shall not be taken into account in determining the Directors who are to retire by rotation at the meeting. If not re-elected at the meeting, he shall vacate office at the conclusion thereof.
- 47.³³ The Board of Directors shall consist of at least one representative from each area branch, the extent and number of which shall be determined by the Directors from time to time. Each Director shall be responsible to the Board of Directors for the administration of the branch within the area in respect of which he is elected. In filling any vacancy the Directors shall appoint a Full Member from the area in which the vacancy has occurred.
- 48.³⁴ No person who is not a member of the Association (of whatever category) shall in any circumstances be eligible to hold office as a Vice President of the Association

POWERS OF DIRECTORS

49. Subject to the provisions of the Act, the Memorandum and these Articles and to any directions given by special resolution, the business of the Association shall be managed by the Directors who may exercise all the powers of the Association. No alteration of the Memorandum or these Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Directors by these Articles and a meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.
50. The Directors may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.
51. The continuing Director or Directors may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as Directors for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.
52. The Directors may from time to time make byelaws for the regulation of the affairs of the Association and may amend or vary such byelaws at any time. Byelaws shall have the same force and effect as if they were contained in these Articles but where there is any inconsistency between these Articles and byelaws these Articles shall prevail.

³² Adopted in place of former clause by Special Resolution passed on 9 February 2004

³³ Adopted in place of former clause by Special Resolution passed on 9 February 2004

³⁴ Adopted in place of former clause by Special Resolution passed on 24 January 2000

INDEMNITY

- 53.³⁵ Subject to the Act, but without prejudice to any indemnity to which a Director may otherwise be entitled, each Director or other officer of the Association (other than any person (whether an officer or not) engaged by the Association as auditor) shall be indemnified out of the Association's assets against all costs, charges, losses, expenses and liabilities incurred by him as a Director or other officer of the Association or any company that is a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006) in the actual or purported execution and/or discharge of his duties, or in relation thereto including any liability incurred by him in defending any civil or criminal proceedings, in which judgement is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's affairs.
54. The Association may buy and maintain insurance against any liability falling upon its Directors or other officers which arises out of their respective duties to the Association, or in relation to its affairs.

THE SEAL

55. The seal shall only be used by the authority of the Directors or of a committee of Directors authorised by the Directors. The Directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and by the secretary or by a second Director.

DISQUALIFICATION OF DIRECTORS

56. The office of a Director shall be vacated:-
- (A) If he becomes bankrupt or he makes any arrangement or composition with his creditors generally.
 - (B) If he becomes of unsound mind.
 - (C) If he ceases to be a Full Member of the Association.
 - (D) If by notice in writing to the Association he resigns his office.
 - (E) If he ceases to hold office by reason of any provision of the Act or becomes prohibited by law from being a Director.
 - (F) If he is removed from office by a resolution duly passed pursuant to Section 168 of the Act.

ROTATION OF DIRECTORS

57. At the first Annual General Meeting and at the Annual General Meeting to be held in every subsequent year, one third of the Directors for the time being (other than the President and any Vice-Presidents) who are subject to retirement by rotation, or if their number is not a multiple of three then the nearest to one-third, shall retire from office.

³⁵ Added by Special Resolution of the Association passed on 3 February 2009

58. The Directors to retire shall be those who have been longest in office since their last appointment, or re-appointment. As between Directors who became or were last re-appointed Directors on the same day, the Directors to retire shall in the absence of agreement among themselves be selected from among them by lot. A retiring Director shall be eligible for re-election.
59. The Association may, at the meeting at which a Director retires in manner aforesaid, fill up the vacated office by electing a person thereto from the area in which the vacancy occurred, and in default the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.
60. No person not being a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any General Meeting.
61. The Association may from time to time in General Meeting increase or reduce the number of Directors and, determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
- 62.³⁶ In addition and without prejudice to the provisions of Section 168 of the Act, the Association may by Special Resolution remove any Director before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified Full Member in his stead; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF DIRECTORS

63. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum as necessary for the transaction of business. Unless otherwise determined, five shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.
64. Each Director shall have power to appoint any Full Member of the area branch which he represents to be a Director in his place for any period or successive periods not exceeding six calendar months each and at his direction by instrument in writing to remove such alternate Director and on such appointment being made the alternate Director shall (subject to the express provisions of these Articles) be subject in all respects to the terms and conditions subsisting with reference to the other Directors of the Association. An alternate Director shall be entitled to vote at meetings of the Board of Directors in the place of the Director appointing him and the Director so appointing shall not be responsible for the acts and defaults of the alternate Director so appointed. Such appointment shall take effect on notification being given to the Secretary of the Association of such appointment whether by lodging with the Secretary an instrument in writing in the following form or otherwise provided that where notification is not given by lodging such an instrument the appointment shall nonetheless be effective provided that confirmation in writing be lodged with the Secretary within 7 clear days of such notification being given.

³⁶ Amended by Special Resolution of the Association passed on 3 February 2009

“I,

A Director of the above named Association, in pursuance of the power in that behalf contained in the Articles of Association of the Association, do hereby appoint

of

to act as alternate Director in my place for a period of from

and to exercise and to discharge all the duties of a Director of the Association in my stead.

Signed this day of 20 "

Any instrument removing an alternate Director shall take effect upon being lodged at the office.

- 65.³⁷ On the request of any three Directors the Secretary shall summon a meeting of the Directors by notice served upon the several Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 66.³⁸ The Directors shall from time to time elect from the Board of Directors a Chairman and a Vice-Chairman and may determine for what period they are to hold office. The Chairman, or in his absence the Vice-Chairman, shall be entitled to preside at all meetings of the Directors, but if no such Chairman or Vice-Chairman be elected or if at any meeting neither the Chairman nor the Vice-Chairman is present within five minutes after the time appointed for holding the meeting and willing to preside the Directors present shall choose one of their number to be a Chairman of the meeting. The Chairman and the Vice-Chairman shall be ex-officio members of the Board of Directors, provided that the Vice-Chairman shall only be entitled to vote (except by the exercise of a casting vote as Chairman) at meetings of the Directors if there is no other representative of his Area Branch or if the representative of his Area Branch is absent and has duly appointed him as an alternate Director.
67. A meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Directors generally.
- 68.³⁹ The Directors may delegate any of their powers to committees consisting of such Director or Directors as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Directors. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for regulating the meetings and proceedings of the Directors so far as applicable and so far as the same shall not be superseded by any regulations made by the Directors.
69. All acts bona fide done by any meeting of the Directors or of any committee formed by the Directors pursuant to Article 69 of these Articles or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director 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 Director, or a member of a committee duly formed by the Directors.
70. The Directors shall cause proper minutes to be made of all appointments of the Officers made by the Directors and of the proceedings of all meetings of the Association and of the Directors and of

³⁷ Adopted in place of former clause by Special Resolution passed on 24 January 2000

³⁸ Adopted in place of former clause by Special Resolution passed on 9 February 2004

³⁹ Adopted in place of former clause by Special Resolution passed on 9 February 2004

committees formed by the Directors pursuant to Article 69 of these Articles, and all business transacted at such meetings, and any such minutes of any meeting, if purported to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be evidence of the proceedings.

71. A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held and may consist of several documents in the like form each signed by one or more Directors; but a resolution signed by an alternate Director need not also be signed by his appointor and, if it is signed by a Director who has appointed an alternate Director, it need not be signed by the alternate Director in that capacity.

AREA BRANCHES

72. The Directors may in their discretion and under their direction organise the membership of the Association into area branches for closer liaison and ease of administration, and may re-organise the Area Branches as desirable from time to time, and in the absence of a representative approved by the Directors elected by members within an Area Branch shall appoint a Director from the Board who shall be responsible for the administration of each Area Branch and for causing proper books of account to be kept with respect to:-

- (a) All sums of money received for or expended by the Area Branch. (b) All sales and purchases of goods by the Area Branch.
- (c) The assets and liabilities of the Area Branch.

Each Area Branch shall also be responsible for making proper returns for taxation purposes to the relevant taxation authorities in respect of the Area Branch funds, property and assets, the Area Branch being responsible for all liabilities incurred in respect thereof.

- 73.⁴⁰ Area Branches shall have the following powers:

- (i) To appoint an Honorary Branch Chairman and Honorary Branch Vice Chairman each of whom shall be a Full Member of the Association and it shall be permissible for more than one of the individuals admitted jointly under Article 6 of these Articles to be appointed to these honorary positions. Further the Area Branch may appoint any individual (whether a member of the Association of any category or not) as administrative officers such as branch treasurer or branch secretary and further to form Committees (within its own membership and otherwise) and to liaise with other branches to form joint committees.
- (ii) To arrange and hold local meetings for the purpose of conducting the local affairs of the Association.
- (iii) To pay the expenses of such Officers and meetings in accordance with the directions from time to time of the Directors.
- (iv) To collect subscriptions due to the Association from members of the Association in their Area, if so instructed by the Directors.

⁴⁰ Adopted in place of former clause by Special Resolution passed on 24 January 2000

- (v) To receive local area subscriptions from members for Area Branch funds and to organise meetings, functions, social events or otherwise obtain revenue for Area Branch Funds, all such funds to be independent of the Association and not within its control.
- (vi) To utilise Area Branch funds for such purposes as they in their discretion see fit.

ACCOUNTS

- 74. No member shall as such have any right of inspecting any accounts, records or other book or document of the Association except as conferred by statute or authorised by the Directors or an ordinary resolution of the Association.

NOTICES

- 75. Any notice to be given to or by any person pursuant to these Articles shall be in writing except that a notice calling a meeting of the Directors need not be in writing.
- 76. A notice may be served by the Association upon any member, either personally or by sending it through the post in a first class prepaid letter, addressed to such member at his registered address as appearing in the register of members.
- 77. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid, and as provided by the Act, only those members who are described in the register of members by an address within the United Kingdom shall be entitled to received notices from the Association.
- 78. Any notice, if served by first-class post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a first-class prepaid letter.

DISSOLUTION

- 79. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.