

Company Number: 5364420

THE COMPANIES ACTS 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION OF  
PROPERTY LITIGATION ASSOCIATION

(As adopted by a Special Resolution passed on 22 November 2023)

**1 Meaning of Words**

1.1 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:

1.2 Words	Meanings
Act	The Companies Act 2006 as amended by subsequent acts
Academic Members	Academics specialising in property law and employed by Universities in England, Scotland, Wales, Northern Ireland and the Republic of Ireland who are appointed Associate Members in accordance with Article 6.2(g)
AGM	The Annual General Meeting of the Association
Articles	These Articles of Association
Associate Members	The associate members of the Association from time to time appointed in accordance with Article 6.2(g) of these Articles
Association	Property Litigation Association with company number 05364420 whose registered office address is at One Fleet Place, London, EC4M, 7WS
Chair	The chair of the Committee
clear day	24 hours from midnight following the relevant event
Committee	The board of directors of the Association
Committee Members	The directors of the Association
Company Secretary	The person appointed to act as company secretary in accordance with the Act or the person undertaking the duties of a company secretary
Education and Training Committee	The Sub-Committee with responsibility for education and training
Equity, Diversity and Inclusion Committee	The Sub-Committee with responsibility for equity, diversity and inclusion
general meeting	means an in person general meeting of the members or a Hybrid Meeting (whether an AGM or extraordinary meeting) as the case may be
Honorary Members	The honorary members of the Association from time to time appointed in accordance with Article 8.2 of these Articles
Hybrid Meeting	A general meeting of members (whether annual or extraordinary) which may be attended by some members in person and by some members by electronic means (in which some of the members may communicate in real time with all other participants), as agreed and set up by the Committee as further detailed in Article 17.6
Junior PLA Committee	The Sub-Committee with responsibility for representing members of the Association who are less than ten years PQE
Law Reform Committee	The Sub-Committee with responsibility for law reform
members	Any member of the Association from time to time and "membership" shall be construed accordingly
Month	Calendar month
Objects	The objects of the Association set out in Article 2
Office	The registered office of the Association
Officers	Means the Chair, Vice Chair, Secretary, Treasurer, and the Sub-Committee Chairs and "Officer" means any one of them.
Property Litigation	The resolution of contentious property matters (including professional negligence claims relating to property transactions and advice) by means of litigation and other forms of dispute resolution. It excludes matters relating to planning and construction

Property Mediation	The resolution of contentious property matters (including professional negligence claims relating to property transactions and advice) by means of mediation. It excludes matters relating to planning and construction.
President	The person elected by the Committee to serve as president of the Association
PQE	Post qualification experience
Region	Each of (and any further division (or amalgamation) thereof required from time to time): North of England; West Midlands and North Wales; East Midlands; South West and South Wales; East Anglia; South Coast; Scotland; Northern Ireland; and Republic of Ireland
Regional Sub-Committee	A sub-committee of the Regions Committee. Regional Sub- Committees shall represent the various Regions of the Association
Regions Committee	The Sub-Committee with responsibility for the Regions
Regulations	Any rules, standing orders or regulation made in accordance with these Articles
Retired Members	The retired members of the Association from time to time appointed in accordance with Article 6.2(f) of these Articles
Seal	The common seal of the Association
Secretary	The member of the Committee elected to serve as secretary to the Committee
Signed	Shall include faxes of signatures and other forms of authentication that are permitted by law
Sub-Committee	A sub-committee of the Committee, including (but not limited to) the Education and Training Committee, the Law Reform Committee, the Regions Committee, the Website and Marketing Committee, the Junior PLA Committee, the Wellbeing Committee and the Equity, Diversity and Inclusion Committee any other sub-committee of the Committee created in accordance with these Articles, as well as and any Working Parties of the Association. For the avoidance of doubt, the defined term 'Sub-Committee' shall not include any Regional Sub-Committee or Regional Sub-Committees
Sub-Committee Chair	The chair of a Sub-Committee of the Association
Sub-Committee Member	A member of a Sub-Committee
Sub-Committee Vice Chair	The vice chair of a Sub-Committee of the Association
Treasurer	The member of the Committee elected to serve as treasurer to the Committee
United Kingdom	Great Britain and Northern Ireland
Vice Chair	The vice chair of the Committee
Website and Marketing Committee	The Sub-Committee with responsibility for marketing; the Association's website; and other means of electronic communications
Wellbeing Committee	The Sub-Committee with responsibility for wellbeing
Working Party	A committee, group or party set up by the Committee for a specific purpose as the Committee's discretion
Vice Chair	The vice chair of the Committee
in writing	Written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail or fax (to the extent legally permissible)

1.3 Words in the singular form include the plural and vice versa.

1.4 The words "person" or "people" include corporations.

1.5 Apart from the words defined above, any words or expression defined in the Act or any change to the Act in force when these Articles become binding on the Association will have the same meanings in these Articles, provided they are consistent with the subject or context.

1.6 Headings are not part of the Articles.

## **2 Objects of the Association**

2.1 The objects of the Association (the "Objects") are:

- (a) to promote specialist Property Litigation skills within the property industry and among others with interest in property;
- (b) to promote Property Litigation as a career and specialist area of legal practice;
- (c) to provide a network for the exchange of information among members of the Association and as a thought leadership body for senior practitioner members;

- (d) to promote and encourage education and training in Property Litigation;
- (e) to develop a public voice of Property Litigation with a media profile and a lobbying capacity;
- (f) to promote the wellbeing of its members;
- (g) to promote equity, diversity and inclusion of its members; and
- (h) to act in the best interests of its members, save where this would be inconsistent with any other objects.

2.2 The Objects of the Association are not charitable and nothing in the Articles is intended to benefit any party other than the members of the Association.

### **3 Use of income and property**

3.1 The income and property of the Association shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Association or Committee Members, and no Committee Member may be appointed to any office of the Association paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Association except as shown under Articles 4.1, 31, 32 and 63.

### **4 Allowed payments**

4.1 The Association may pay:

- (a) reasonable and proper payment to any officer or servant of the Association who is not a Committee Member for any services to the Association;
- (b) reasonable and proper remuneration to a Committee Member for services actually rendered to the Association including the usual professional charges for services provided or business done by a Committee Member who is a solicitor, accountant or other person engaged in a profession, or by any partner of their firm instructed by the Association to act in a professional capacity on its behalf, PROVIDED THAT:
  - (i) the number of Committee Members so remunerated shall not exceed a minority of the quorum of the Committee,
  - (ii) such Committee Member shall be absent from all meetings at which the terms and conditions of their engagement by the Association are discussed,
  - (iii) such Committee Member shall not vote on any resolution relating to their engagement,
  - (iv) the other Committee Members are satisfied that their engagement, or that of their firm, is both necessary and expedient in the interests of the Association and that no conflict of interest arises;
- (c) interest on the money lent by any member of the Association or any Committee Member The annual rate of interest must not be more than 2% below the base rate of one of the clearing banks or a rate of 3% whichever is the greater;
- (d) reasonable out-of-pocket expenses to any Committee Member;
- (e) reasonable and proper payment to an association of which a Committee Member holds not more than a hundredth of the capital;
- (f) reasonable and proper rent of premises demised or let to the Association by any member of the Association or Committee Member;
- (g) all reasonable and proper premiums in respect of indemnity insurance to insure the Committee Members against the costs of a successful defence to a criminal prosecution brought against them as Committee Members, or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Committee Members concerned knew that, or were reckless whether, the act or omission was a breach of trust or breach of duty; and
- (h) in exceptional cases other payments or benefits,

PROVIDED THAT no member of the Association or Committee Member shall be present during the discussion of or voting on any decision to borrow money from or pay rent or make a payment or give a benefit to that member of the Association or Committee Member.

### **5 Members**

5.1 The number of members of the Association is unlimited.

5.2 The Association must keep at the Office a register of members showing their name, address and date of membership.

5.3 The register is available for inspection. Any member must be given a copy of these on payment of a reasonable fee fixed by the Committee.

### **6 Membership**

6.1 The initial members are the subscribers who signed these Articles.

6.2 Membership is open to the following:

- (a) solicitors, legal executives, employed barristers and paralegals employed by or supervised by solicitors who are substantially engaged in Property Litigation or Property Mediation in England and Wales;

- (b) solicitors, legal executives, employed advocates, and paralegals employed by or supervised by solicitors who are substantially engaged in Property Litigation or Property Mediation in Scotland;
- (c) solicitors, legal executives, employed barristers, and paralegals employed by or supervised by solicitors who are substantially engaged in Property Litigation or Property Mediation in Northern Ireland;
- (d) solicitors, legal executives, employed barristers, and paralegals employed by or supervised by solicitors who are substantially engaged in Property Litigation or Property Mediation in the Republic of Ireland;
- (e) those persons who are appointed Honorary Members in accordance with Article 8.2;
- (f) those persons who have been members of the Association for over 15 consecutive years but who are no longer substantially engaged in Property Litigation or Property Mediation and who no longer hold a practicing certificate ("**Retired Members**"); and
- (g) those persons who the Committee in its absolute discretion (and by way of a unanimous resolution of the Committee) considers would actively enhance the aims and objectives of the Association and benefit the wider membership of the Association including Academic Members ("**Associate Members**"),

who support the Objects.

6.3 Except for the applicable provisions regarding Honorary Members in Article 8.2, and Associate Members and Retired Members in Article 10, a person may become a member of the Association upon meeting the following criteria:

- (a) fulfilling the requirement of any of Articles 6.2(a) to 6.2(d);
- (b) applying in writing to the Secretary, such application being proposed and seconded by two members of the Association;
- (c) in respect of:
  - (i) all applications save for applications by prospective Associate Members, achieving a simple majority of votes by the Committee in favour of their being invited to become a member, or
  - (ii) applications by prospective Associate Members, achieving unanimity of votes by the Committee in favour of their being invited to become a member; and
- (d) paying the annual subscription fee.

6.4 The Committee may decline to accept any application for membership without assigning any reason for its decision.

6.5 The Secretary will ensure that the Company Secretary is informed of all changes in the membership.

## **7 No transfer of membership**

7.1 None of the rights of any member of the Association may be transferred or transmitted to any other person.

## **8 Ending of membership**

8.1 A member stops being a member of the Association if:

- (a) the member resigns from membership by giving notice in writing to the Association;
- (b) membership is ended under Article 9;
- (c) the member's subscription (if any) remains unpaid three months after it is due and the Committee resolves to end that member's membership;
- (d) the member (other than an Honorary Member) ceases to be permitted to practise in any of the capacities in Article 6.2; or
- (e) upon death.

8.2 Honorary membership

- (a) Honorary membership of the Association may be conferred by the Committee on the recommendation of the Committee Members (such recommendation to be made on the passing of an ordinary resolution of the Committee) upon persons who have contributed outstanding services to the Association in particular or to Property Litigation in general.

8.3 Notwithstanding any other provisions in these Articles, Honorary Members shall:

- (a) pay no annual subscription fee;
- (b) have the right to be given notice of and attend AGMs or general meetings but shall not have the right to be counted in the quorum nor vote at such meetings;
- (c) not be entitled to be appointed as Committee Members; and
- (d) not be statutory members for the purposes of the Act.

8.4 No more than 2 Honorary Members will be appointed in any one year.

## **9 Removal from membership**

9.1 The Committee may terminate the membership of any member:

- (a) who publishes material considered by the Committee to be harmful to the interests of the Association or any of its members;
- (b) who does not fulfil the requirements of Article 6.2; or
- (c) for any other reason,

provided that in every case the member shall be notified of the Committee's intention and shall be allowed the opportunity to appear before the Committee and show good reason why their membership should not be terminated.

## **10 Retired Members and Associate Members**

- 10.1 The Association will prioritise the interests of members who are not Retired Members or Associate Members when administering and promoting the Objects of the Association, including, but not limited to the prioritisation of attendance of members who are not Retired Members or Associate Members at events of the Association where there is a limit on the number of attendees attending.
- 10.2 The Committee, at its absolute discretion, but by a unanimous decision, may agree to set a different membership fee for Retired Members and Associate Members in order to reflect the potential for such members to have more limited access to the same membership benefits as other members. For the avoidance of doubt, in respect of Retired Members and Associate Members the Committee is at liberty to set a membership fee of £0.
- 10.3 Notwithstanding any other provisions in these Articles, Retired Members and Associate Members shall:
  - (a) have the right to be given notice of and attend AGMs or general meetings but shall not have the right to be counted in the quorum nor vote at such meetings; and
  - (b) not be statutory members for the purposes of the Act.

## **11 General meetings**

- 11.1 General meetings may be in person meetings or Hybrid Meetings (but not wholly virtual meetings), as determined by the Committee from time to time.
- 11.2 To the extent deemed expedient by the Committee, the Association shall hold an AGM in addition to any other general meeting in that year. The AGM must be specified as such in the notices calling it.

## **12 Extraordinary general meetings**

- 12.1 All general meetings except AGMs are called extraordinary general meetings.

## **13 Calling of extraordinary general meetings**

- 13.1 The Committee may call an extraordinary general meeting whenever they wish. Such a meeting must also be called if not less than ten Percent of the members (other than Honorary Members, Retired Members and Associate Members) of the Association request it.

## **14 Notice of general meetings**

- 14.1 An AGM or an extraordinary general meeting must be called by giving at least 14 clear days' notice in writing. The notice must specify the place (including any satellite meeting place or places determined pursuant to Article 17.6 if a Hybrid Meeting is proposed), the date and time of the meeting and, if a Hybrid Meeting is proposed, details of the electronic means of attendance as further detailed in Article 14.3. If special business is to be discussed, full details or the general nature of the business must be given. In the case of a special resolution, the exact wording of the resolution must be set out in the notice. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles.
- 14.2 However, even if shorter notice is given than that required above, the meeting will be treated as having been correctly called if it is so agreed by those of the membership of the Association attending the meeting (whether in person or by electronic means) who have voting rights.
- 14.3 If pursuant to Article 17.6, the Committee determine that a general meeting shall be held as a Hybrid Meeting, the notice shall:
  - (i) include a statement to that effect;
  - (ii) specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements as may be determined by the Committee from time to time;
  - (iii) state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting; and
  - (iv) specify such arrangements as have at the time been made for the purpose of Article 17.6.

## **15 Ordinary and special Business at general meetings**

- 15.1 At an extraordinary general meeting all business will be treated as special business. At an AGM all business will be treated as special except the consideration of accounts and balance sheets, the reports of the Committee Members and auditors; the election of Committee Members in place of those retiring; the appointment of auditors; the fixing of the annual rate of subscription payable by members of the Association and the fixing of the remuneration of the auditors.

## **16 Quorum**

- 16.1 Business may be done at a general meeting (whether that be an in person meeting or Hybrid Meeting) only if a quorum of members (other than the Honorary Members, Associate Members and Retired Members) is present when the meeting begins to deal with its business. A quorum is 10 members unless otherwise determined by the Committee from time to time.

## **17 Participation in a general meeting**

- 17.1 The Chair may make whatever arrangements they consider fit to allow those entitled to do so to attend and participate in any general meeting.
- 17.2 The Chair shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so by means of electronic facility or facilities pursuant to Article 17.6.
- 17.3 Unless otherwise specified in the notice of meeting or determined by the Chair of the meeting, a general meeting is deemed to take place at the place where the Chair of the meeting is at the time of the meeting.
- 17.4 Two or more members who may not be in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 17.5 In determining whether members are attending or participating in a meeting, other than at a physical place or places, it is immaterial where any of them are or how they are able to communicate with each other.
- 17.6 The Committee may resolve to enable members to attend and participate in a Hybrid Meeting, including without limitation via video calls, online platforms such as *Zoom* or *Microsoft Teams* or telephone audio only conference calls, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person, or by proxy by means of an electronic facility or facilities (as so determined by the Committee) in the case of a Hybrid Meeting shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. The meeting shall be duly constituted and its proceedings valid if the Chair is satisfied that adequate facilities are available throughout the meeting to ensure that members attending a Hybrid Meeting are able to:
- (a) participate in the business for which the meeting has been convened;
  - (b) hear all members who speak at the meeting; and
  - (c) be heard by all other members attending and participating in the meeting.

## **18 Adjournment if no Quorum**

- 18.1 If the meeting is called at the request of members (other than Honorary Members, Retired Members and Associate Members), it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present (whether in person or by electronic means). If called in another way, the meeting must be adjourned to another day, time and place as the Committee may decide.
- 18.2 If at the adjourned meeting a quorum is not present (whether in person or by electronic means) within half an hour after the appointed starting time, the members present will be a quorum.

## **19 Chair**

- 19.1 The Chair (if any), or if in their absence or they are unwilling to act, the Vice Chair of the Committee should normally preside as Chair at every general meeting of the Association. If there is no Chair, or Vice Chair, or if they will not be present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Committee Members present shall select one of their number to be Chair of the meeting and in default the members present at the meeting shall select a Chair.

## **20 Adjournment of the general meeting**

- 20.1 The Chair of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place. No business may be done at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.
- 20.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.
- 20.3 If it appears to the Chair of a Hybrid Meeting that an electronic facility has become inadequate for the purposes referred to in Article 17.6, or is otherwise not sufficient to allow the Hybrid Meeting to be conducted substantially in accordance with the provisions set out in the notice of the Hybrid Meeting, then the Chair may, without first having to seek the consent of the meeting given that this may not be practicable in the circumstances, exercise rights to manage the meeting to pause, interrupt or adjourn the general meeting as the Chair may see fit in the circumstances. All business conducted at that general meeting up to the time of that adjournment shall be valid. The provisions of Article 20.2 shall apply to that adjournment.
- 20.4 The Chair may specify that only the business conducted at the meeting up to the point in time prior to the adjournment is valid, if in their opinion, to do so would be more appropriate.

## **21 Voting on resolutions**

- 21.1 At any general meeting a resolution put to the vote of the meeting is decided by a simple majority on a show of hands unless a poll is demanded (before or after the result of the show of hands is declared) A poll can be demanded by the Chair of the meeting or a member or member's representative who is present. Members may vote by a proxy and a member may vote at a general meeting by any means approved by the Committee provided that such vote is counted in real time, including (without limitation) by any option selected or notification of a raised hand initiated by a member on any electronic platform such as *Zoom* or *Microsoft Teams*.
- 21.2 The Committee may by a resolution approved by 75% of the current membership of the Committee authorise the use of a postal or electronic ballot for the election of Committee Members.
- 21.3 If at a Hybrid Meeting any document is required to be on display or to be available for inspection at the Hybrid Meeting (whether prior to or for the duration of the meeting or both), the Committee shall ensure that it is available in electronic form to members entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.

## **22 Proxies**

- 22.1 A person holding a proxy may vote on any resolution in accordance with the provisions of Article 21.1.
- 22.2 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in any usual or common form or in such other form as the Committee Members may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office at least 48 hours prior to the general meeting provided that in calculating the 48 hour period weekends, bank holidays, Christmas Day and Good Friday shall be disregarded. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
- 22.3 A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination 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.
- 22.4 Where the Committee does not fix the form of a proxy any instrument appointing a proxy in the following form, or as near to it as the circumstances admit, will be acceptable:

"I  
of  
a member of Property Litigation Association  
hereby appoint [the Chair of the meeting]  
of  
and failing them  
of  
as my proxy to vote for me on my behalf at the [Annual/Extraordinary]  
General Meeting of the Association to be held on the  
day of \_\_\_\_\_ and any adjournment thereof  
  
Signed on the \_\_\_\_\_ day of \_\_\_\_\_"

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

## **23 Postal or electronic voting**

- 23.1 If the Committee decides to hold a postal or electronic ballot for the election of Committee Members:
- (a) members must be informed of the method and time limits for submitting nominations not less than 63 days before the AGM and such notice may be in any communication including publications sent to members;
  - (b) nominations signed by a member must be submitted in writing to the Association no later than 42 days before the date of the general meeting held to appoint the Committee Member(s);
  - (c) ballot papers or directions for electronic voting will be sent to all the members of the Association no later than 21 days before the date of the general meeting held to appoint the Committee Member(s);
  - (d) the counting of the ballots will take place at or prior to the general meeting held to appoint the Committee Member(s);
  - (e) the election of Committee Members shall be carried by a simple majority of the votes cast and in case of equality of votes the Chair of the meeting shall decide between those candidates by lot, and proceed as if the candidate on whom the lot falls had received an additional vote;
  - (f) if the vote of any member voting by post or electronically is uncertain or spoilt, or if doubt arises as to the intention of the member so voting the Chair of the meeting shall have an absolute discretion to reject the vote; and
  - (g) where there are no more nominations than vacant posts the candidates shall be declared elected at the AGM without the necessity of a ballot.

## **24 Declaration of Chair is Final**

- 24.1 Unless a poll is demanded, the declaration by the Chair of the meeting that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.
- 24.2 The demand for a poll may be withdrawn.

## **25 When a poll is taken**

- 25.1 A poll must be taken immediately, if it is correctly demanded to elect a Chair of the meeting or to decide upon an adjournment. Polls about other matters will be taken whenever the Chair of the meeting says so. Business which is not the subject of a poll may be dealt with before or during the poll.
- 25.2 The Chair of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

## **26 Voting and Speaking**

- 26.1 Every member (other than Honorary Members, Associate Members and Retired Members) including the Chair of the meeting has one vote. If the votes are level, the Chair of the meeting has a casting vote.
- 26.2 The auditor or reporting accountant has the right to attend and speak.

## **27 Written agreement to resolution**

- 27.1 Unless the law says otherwise, and except in the case of a resolution to remove a member of the Committee or the auditors before their time, members (other than the Honorary Members) may pass a valid resolution without a meeting being held, but for the resolution to be valid it must be:
- (a) in writing;
  - (b) in the case of a special resolution it must be Signed by at least 75% of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
  - (c) in the case of an ordinary resolution it must be Signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
  - (d) it may consist of two or more documents in identical form Signed by members; and
  - (e) the passing of a resolution must comply with any other requirements of the law from time to time.

## **28 Management by the Committee**

- 28.1 The business of the Association is managed by the Committee. They may pay all the expenses of promoting and registering the Association. They may use all powers of the Association which are not, by the Act or by these Articles, required to be used by a general meeting of the Association, but the Committee Members are at all times governed first by the Act, second by the Articles, and third by any Regulations that a general meeting may prescribe.

## **29 Payment of Subscriptions**

- 29.1 All members (other than the Honorary Members) must pay the subscriptions decided by a general meeting from time to time. A general meeting may fix differing rates for subscriptions.

## **30 Cheques and bills etc**

- 30.1 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association shall indicate the name of the Association in full and must be signed, drawn, accepted, endorsed, or otherwise made in the way that the Committee decides from time to time. Cheques shall be signed by two Committee Members unless the Committee otherwise decides.

## **31 Indemnity of Committee Members**

- 31.1 In the management of the affairs of the Association no Committee Member shall be liable for any loss to the property of the Association arising by reason of:
- (a) improper investment made in good faith (so long as the Committee Member sought professional advice before making such investment);
  - (b) negligence or fraud of any agent employed by any Committee Member in good faith (provided reasonable supervision shall have been exercised);
  - (c) any mistake or omission made in good faith by any Committee Member; or
  - (d) by reason of any other matter or thing other than fraud, wrongdoing or wrongful omission on the part of the Committee Member.
- 31.2 Subject to the provisions of the Act, but without prejudice to any indemnity to which a Committee Member may otherwise be entitled, every Committee Member or other officer of the Association shall be indemnified out of the assets of the Association against any liability incurred by them in defending any proceedings whether civil or criminal in which judgment was given in their favour or in connection with any application in which relief is granted to them by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association and against all costs, charges, losses, expenses or liabilities incurred by them in the execution and discharge of their duties or in relation thereto.

## **32 Payment of reasonable expenses to the Committee Members**

- 32.1 The Committee Members and Sub-Committee Members may be paid reasonable out-of-pocket expenses that they have properly incurred in connection with the business of the Association but shall not be paid any other remuneration except as is set out in the Articles.

## **33 The keeping of minutes**

- 33.1 The Committee must have minutes entered in the minute books which record:
- (a) all appointments of Officers by the Committee;
  - (b) the names of the Committee Members present at each of its meetings and of any Sub-Committee;
  - (c) all resolutions and proceedings at all meetings of



- (i) The Association;
- (ii) The Committee; and
- (iii) Sub-Committees.

### **34 The composition of the Committee**

34.1 The Committee shall consist of:

- (a) the Officers;
- (b) not more than five other members; and
- (c) such other members as the Committee shall co-opt to serve as co-opted Committee Members.

34.2 For the avoidance of doubt, the Committee shall not consist of or include any Honorary Members, Retired Members or Associate Members.

34.3 Each Committee Member (other than co-opted Committee Members) shall be elected by the Association at a General Meeting (including election as an Officer if the person shall stand for election and be approved as such Officer) and once elected shall serve from the date of their election until the next General Meeting which is held at least eleven months following the date of the election or re-election. At the end of the term of office a retiring Committee Member shall be eligible for election for a further term, although a Committee Member, Treasurer or Secretary who has held office for a term of five consecutive years shall not be eligible for re-election without the approval of the Committee. A Committee Member who ceases to hold office will not be eligible to serve on the Committee without the approval of the Committee until a period of two years has expired.

34.4 In the event of any Officer post becoming vacant, the Committee may appoint one of the Committee Members who fall within Article 34.1 to fill the vacancy for the remainder of the unexpired term of office.

34.5 No two or more Committee Members and no Chair and Vice Chair of any Sub-Committee shall belong to the same firm, company or like body, unless the Committee decides to allow this in any particular set of circumstances, such approval to be by no less than 75% of the votes by the Committee and in the case of any Sub-Committee, no less than 75% of the votes by the Committee and the relevant Sub-Committee. No two or more affected members shall be entitled to vote on any such decision.

### **35 Appointment of President**

35.1 The Committee Members may appoint a President of the Association. Each Committee Member may recommend to the Committee one candidate for President. The appointment of a person as President must be approved by the Committee by a simple majority of votes in favour of their being invited to become President. If a candidate is approved by the Committee, the President shall hold office for a period of 3 years, such period capable of extension on a rolling basis for additional periods of between 1 to 3 years by majority decision of the Committee. The President shall be eligible for re-appointment at any time and the Committee may renew or extend any period of office or re-appoint any former President in accordance with these articles as often as it wishes.

35.2 The President shall work to promote the interests of the Association and shall use reasonable endeavours to attend the Association's annual conference, annual dinner and other formal and informal events of the Association deemed appropriate by the Committee for them to attend.

35.3 Notwithstanding any period for which a President is elected under Article 35.1 (including any additional rolling period or renewal thereof), the President may resign their position as President any time by giving 90 clear days' notice in writing to the Association following which the Committee may seek to fill the vacant position in accordance with the provisions of these Articles.

35.4 Notwithstanding any period for which a President is elected under Article 35.1 (including any additional rolling period or renewal thereof), the Committee may at its sole discretion and on achieving a majority of 75% of the votes by the Committee, immediately terminate the period of office of the President upon which the President shall immediately vacate the office.

35.5 Notwithstanding any other provision of these Articles, during their period of office, the President is entitled to receive such reasonable travel, accommodation (in relation to the attendance of the Association's annual conference and annual dinner only) and other expenses as the Committee from time to time determines.

### **36 Notification of change of Committee Members to the Registrar of Companies**

36.1 All appointments, retirements or removals of Committee Members must be notified to the Registrar of Companies.

### **37 Filling vacancies in the Committee**

37.1 The Committee can appoint any member (other than an Honorary Member, Retired Member or Associate Member) of the Association to fill a vacancy in the membership of the Committee They will hold office until the next AGM.

### **38 Ending of Committee membership**

38.1 Committee Member will cease to be a member of the Committee if they:

- (a) become bankrupt or makes any arrangement or composition with their creditors generally;
- (b) become barred from membership of the Committee because of any order made under the Act;
- (c) become incapable whether mentally or physically of managing their own affairs;
- (d) resign the office by notice in writing to the Association but only if at least three Committee Members will remain in office when the resignation takes effect;

- (e) are absent without notice from five consecutive meetings of the Committee and are asked by a majority of the other Committee Members to resign;
- (f) are directly or indirectly involved in any contract with the Association and fail to declare the nature of their interest in the proper way. The proper way is by giving notice at the first meeting at which the contract is discussed or the first meeting after the member became interested in the contract,
- (g) are removed from office; or
- (h) cease to be a member of the Association.

### **39 Removal of a Committee Member by a general meeting**

- 39.1 A general meeting of the Association may remove any Committee Member before the end of their period of office whatever the rest of these Articles or any agreement between the Association and the Committee Member may say.
- 39.2 Removal can take place only by the Association passing an ordinary resolution. Member(s) of the Association must give a notice to the Association of intention to remove a Committee Member and/or appoint a replacement. At least 28 clear days' notice must be given to the Association and subsequently at least 21 clear days' notice to the membership. Once the Association receives such notice it must immediately send a copy to the Committee Member concerned. They have a right to be heard at the general meeting. They also have the right to make a written statement of reasonable length. If the statement is received in time, it must be circulated with the notice of the meeting. If it is not sent out, the Committee Member may require it to be read to the meeting.

### **40 Meetings of the Committee**

- 40.1 The Committee may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 40.2 Questions arising at any meeting must be decided by a majority of votes. Every Committee Member has one vote including the chair of the meeting. If the votes are equal, the chair of the meeting has a second or casting vote.
- 40.3 A Committee Member may, and the Secretary if requested by a Committee Member must, summon a meeting of the Committee.
- 40.4 Notice of a meeting need not be given to any Committee Member who is out of the United Kingdom.
- 40.5 Meetings may be held in person or by suitable electronic means agreed by the Committee in which all participants may communicate with all other participants.

### **41 Chair and Vice Chair of Committee**

- 41.1 The Committee shall appoint a Chair and Vice Chair on an annual basis in accordance with these Articles.
- 41.2 No person shall be eligible to stand for election as Chair or Vice-Chair of the Committee unless they have served for at least two years on the Committee or a Sub-Committee of the Association.
- 41.3 The Chair and Vice Chair shall serve from the first Committee meeting following each AGM at which their election is announced until the next AGM (at which the then Chair will be deemed to have resigned the office of Chair and their tenure automatically terminated). Following the termination of the Chair's tenure, the outgoing Vice Chair will automatically accede to the role of Chair (and be so announced at the AGM) unless or until otherwise determined by majority vote of the Committee.
- 41.4 Each Committee member may recommend to the Committee one qualifying candidate for the role of Vice Chair (and may nominate themselves) by notification in writing not less than 2 months prior to the AGM to the sitting Chair at the time.
- 41.5 The Committee shall appoint the Vice Chair by majority vote of the Committee. Nominees for the office of Vice Chair shall not be entitled to have their vote counted in relation to the appointment of the Vice Chair. Where a majority is not immediately achieved, the Chair shall have a casting vote.
- 41.6 Following appointment to the office, the Chair shall have no other role within the Association during the term of their tenure as Chair.
- 41.7 A former Chair may be a member of any Sub-Committee or Regional Sub-Committee but may not be nominated for, or sit as, a Sub-Committee Chair or Sub-Committee Vice Chair or otherwise be an Officer for a period of not less than 3 years following the termination of their tenure as Chair.
- 41.8 A former Chair of the Association cannot hold the role of Chair at any point subsequent to the expiry of the former Chair's tenure as Chair.
- 41.9 The Chair and Vice Chair may at any time in writing to the Committee resign as Chair or Vice Chair whereupon the Committee may appoint each of a Chair and Vice Chair in accordance with these articles and in the case of the Chair, the Committee may make such appointment in accordance with these Articles as if they were appointing a Vice Chair. Any appointed Chair or Vice Chair whose tenure from appointment to the next AGM is eight months or less shall be entitled to continue in such role for the subsequent annual period (AGM to AGM) upon 75% approval of those Committee Members who are not the appointed Chair or Vice Chair.

### **42 Quorum for the Committee**

- 42.1 The quorum necessary for business to be done at a Committee meeting is three.

### **43 Vacancies on the Committee**

- 43.1 The Committee may act despite any vacancy on the Committee, but if the number of Committee Members falls below the quorum, it may act only to summon a general meeting of the Association.

#### **44 A resolution may be approved without a meeting**

- 44.1 A resolution in writing Signed by all the Committee Members or all the members of any Sub-Committee is as valid as if it had been passed at a properly held meeting of the Committee or Sub-Committee The resolution may consist of several documents in the same form signed by one or more members of the Committee or Sub-Committee.
- 44.2 A resolution may also be validly passed if it is sent by electronic mail to all Committee Members or all members of a Sub-Committee and all Committee Members or members of the Sub-Committee send a reply by electronic mail approving the resolution In any such case, the Chair or the Sub-Committee Chair will sign a copy of the resolution to confirm that it was duly passed and such signed resolution will be retained with the minutes.

#### **45 Validity of acts done at meetings**

- 45.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Committee Member or that they were disqualified, anything done before the discovery at any meeting of the Committee is as valid as if there were no defect or disqualification.

#### **46 Delegation by the Committee to Sub-Committees and working parties**

- 46.1 The Committee may delegate the administration of any of its powers to Sub-Committees. A Sub-Committee must consist of one or more Committee Members and a Sub-Committee must administer and promote the Objects of the Association and conform to any regulations that the Committee imposes on it.
- 46.2 The Regions Committee shall be comprised of the Regional Sub-Committee chairs. It is not necessary for a Committee Member to attend any Regional Sub-Committee (i.e. a committee for a specific Region and not the co-ordinating Regions Committee).
- 46.3 The Committee may co-opt any person or people to serve on a Sub-Committee or Regional Sub-Committee.
- 46.4 All acts and proceedings of the Sub-Committee must be reported to the Committee as soon as possible and at any event at each Committee meeting.
- 46.5 Regional Sub-Committees of members may be formed for specific Regions (including any subsequent Regional Sub-Committee for any new Region that is formed), which may regulate the conduct of their own meetings, provided however, that minutes of such meetings shall be sent within 14 days to the Regions Committee Chair. Minutes of the Regions Committee shall be sent within 14 days to the chairs of the Regional Sub-Committees.
- 46.6 All Regional Sub-Committees must have at least one Junior PLA member on the Regional Sub-Committee where at all possible. Where no such Junior PLA member is on the Regional Sub-Committee, the Regional Sub-Committee shall take active steps to recruit a Junior PLA member to the Regional Sub-Committee as soon as possible.
- 46.7 Each Regional Sub-Committee shall have delegated responsibility within its requisite Region for the administration and promotion of the Objects and is responsible for hosting events and creating networking and educational opportunities for members in its Region in conjunction with the Sub-Committee Chairs. Each Regional Sub-Committee must conform to any regulations that the Regions Committee and/or the Committee imposes on it.
- 46.8 The Regions Committee (and any other Sub-Committee and/or Working Party of the PLA) and the Regional Sub-Committees shall not keep separate books of accounts, such matters being dealt with by the Treasurer, nor shall they have power to elect members to the Association.
- 46.9 The Committee shall be entitled to create Working Parties of members of the Association in order to carry out specified tasks in the furtherance of the objects of the Association. Working Parties shall be selected by the Committee, and each Working Party shall include at least one, but not more than five, members of the Committee. Any member who is serving on the Committee shall be entitled to serve on only one Working Party while they remain on the Committee. Any other member shall be entitled to serve on up to two Working Parties at any one time.

#### **47 Chair of Sub-Committees**

- 47.1 The Committee may appoint the first chair of any newly created sub-committee and the provisions of Article 47.5 shall apply.
- 47.2 Save as provided in Article 47.1, a Sub-Committee or Regional Sub-Committee may appoint a chair of its meetings. Each Sub-Committee or Regional Sub-Committee member may recommend to the Sub-Committee or Regional Sub-Committee one candidate for Sub-Committee Chair (and may nominate themselves). The candidate must have served on the relevant Sub-Committee for a period of at least 2 years.
- 47.3 The appointment of a person as Sub-Committee Chair must be approved by the requisite Sub-Committee by a simple majority of votes in favour of them being invited to become Sub-Committee or Regional Sub-Committee Chair.
- 47.4 In the event of:
- (a) any deadlock;
  - (b) where there are no candidates who have served on the Sub-Committee or Regional Sub-Committee for more than 2 years;  
or
  - (c) where there are no candidates for the position of the Sub-Committee Chair,
- the Committee shall decide upon and confirm the appointment of the relevant Sub-Committee or Regional Sub-Committee Chair.
- 47.5 Save in respect of the Junior PLA Sub-Committee, if a candidate is approved by the Sub-Committee, the Sub-Committee Chair shall hold office for a period of 3 years unless or until they resign or are elected as Chair, in which case a Sub-Committee may elect a replacement as its Sub-Committee Chair in accordance with the provisions of this Article 47. The term of Sub-Committee Chair may

be extended for an additional period of 1 year only by majority decision of the Sub-Committee with any extension thereafter for further periods of one year only requiring the approval by a majority of 75% of the votes of the Sub-Committee.

- 47.6 In respect of the Junior PLA Sub-Committee, the Junior PLA Sub-Committee Chair shall hold office for a maximum period of 2 years only. The Junior PLA Sub-Committee Chair term shall not be extended after this period.
- 47.7 In respect of the Regional Sub-Committees, each Regional Sub-Committee chair shall hold office for a period of 3 years. The term of each Regional Sub-Committee Chair may be extended for an additional period of 1 year only by a majority decision of the relevant Regional Sub-Committee with any extension thereafter for further periods of one year only requiring the approval of a majority of 75% of the relevant Regional Sub-Committee.
- 47.8 A Sub-Committee Chair may at any time resign as Sub-Committee Chair by way of written notification to the relevant Sub-Committee.
- 47.9 A former Sub-Committee Chair shall be eligible for re-appointment at any time and the Sub-Committee may re-appoint any former Sub-Committee Chair in accordance with these Articles as often as it wishes.
- 47.10 Notwithstanding any period for which a Sub-Committee Chair and a Regional Sub-Committee chair is elected under Article 47 (including any additional rolling period or renewal thereof), the Committee may at its sole discretion and on achieving a majority of 75% of the votes by the Committee, immediately remove the Sub-Committee Chair or a regional committee chair upon which the Sub-Committee Chair or a Regional Sub-Committee chair shall immediately vacate the office. The Committee shall have the power to appoint a replacement Sub-Committee Chair or regional committee chair in such circumstances.
- 47.11 Each Sub-Committee shall appoint a Sub-Committee Vice Chair. Any such appointment would be on an annual basis by majority vote of the Sub-Committee. Each Sub-Committee Vice Chair shall serve from the first Sub-Committee meeting following each AGM at which their election is announced until the next AGM (at which their office will automatically terminate). A Sub-Committee Vice Chair may be re-appointed in accordance with these Articles. A Sub-Committee Vice Chair may at any time in writing to the requisite Sub-Committee resign as Sub-Committee Vice Chair.
- 47.12 If at any meeting the Sub-Committee's Chair is not present within 15 minutes after the appointed starting time, the members present may choose one of their number to be chair of the meeting.
- 47.13 The role of the Sub-Committee Chairs is to administer and promote the Objects of the Association as appropriate to the Sub-Committee established for which they are Chairs.
- 47.14 As well as the above, the role of the Sub-Committee Chair of the Regions Committee is to:
- (a) act as facilitator reporting and stating all activities from across all of the Regional Sub-Committees to the Committee;
  - (b) Co-ordinating PLA activity across all of the regions;
  - (c) Collate all minutes received from each Regional Sub-Committee meetings;
  - (d) hold at least 3 conference calls each year between the chairs of all the Regional Sub-Committees;
  - (e) sit on main Committee and attend monthly meetings of the Committee;
  - (f) Generate a consistent delivery of training and service across all the regions for our members; and
  - (g) support the Regional Sub-Committees growing their membership and with their activities by suggesting ideas and initiatives.

#### **48 Meetings of Sub-Committees and Regional Sub-Committees**

- 48.1 A Sub-Committee and Regional Sub-Committee may meet and adjourn whenever it chooses.
- 48.2 Questions at the meeting must be decided by a majority of votes of the members present.
- 48.3 A Sub-Committee and Regional Sub-Committee must have minutes entered in minute books.
- 48.4 The minutes of the Sub-Committees, including Regional Sub-Committees are to be published on the PLA's website and are to be available to Members to inspect.

#### **49 Appointment and Removal of the Company Secretary**

- 49.1 The Committee may appoint and remove a Company Secretary and may decide their period of office, pay (if not a Committee Member) and conditions of service.

#### **50 Actions of Directors and Company Secretary**

- 50.1 The Act says that some actions must be taken both by a Committee Member and by the Company Secretary. If one person is both a Committee Member and the Company Secretary, it is not enough for them to do the action first as a Committee Member and then as Company Secretary or vice versa.

#### **51 The Seal**

- 51.1 If the Association shall decide to use a company seal the Committee must provide safe custody of the Seal.
- 51.2 The Seal may only be used as the authority of the Committee or of a Sub-Committee authorised by the Committee to use it.
- 51.3 Everything to which the Seal is affixed must be:
- (a) signed by a member of the Committee; and

- (b) countersigned by the Company Secretary or by a second Committee Member or by some other person appointed by the Committee for that purpose.

## **52 Proper Accounts must be Kept**

- 52.1 Accounts shall be prepared in accordance with the Act.

## **53 Books must be Kept at the Office**

- 53.1 The books of account must be kept at the Office or at other places decided by the Committee The books of account must always be open to inspection by Committee Members.

## **54 Inspection of Books**

- 54.1 The Committee Members must decide whether, how far, when, where and under what rules the books of account may be inspected by members who are not Committee Members A member who is not a Committee Member may only inspect a book of account or document of the Association if the right is given by law or authorised by the Committee Members or a general meeting.

## **55 Profit and Loss Account and Balance Sheets**

- 55.1 The Committee must, for each accounting reference period, put before a general meeting of the Association such reports, statements or accounts as are from time to time required by law, and must comply with all other legal requirements from time to time as to the circulation of such reports, statements or accounts to the members.
- 55.2 The Committee must file with the Registrar of Companies all annual returns and other documents that are required to be filed.

## **56 Copies for Members**

- 56.1 Where the Act requires it, certain documents including the balance sheet, the accounts, the Accountants' or Auditors' report, and the Committee Members' report must be sent to members of the Association in advance of a general meeting This must be done at least however many clear days before the date of the general meeting that the Act may from time to time make a legal requirement.
- 56.2 But this Article does not require a copy of these documents to be sent to anyone whose address the Association does not know.

## **57 Appointment of Reporting Accountants or Auditors**

- 57.1 The Association must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Association's income or assets from time to time makes this a legal requirement.

## **58 Service of Notices**

- 58.1 The Association may give notice to any member either:
  - (a) personally;
  - (b) by delivering it or sending it by ordinary post to the member's registered address;
  - (c) if the member has provided the Association with a fax number, by sending it by fax to that member This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement;
  - (d) if the member has provided the Association with an e-mail address, by sending it by e-mail to that address. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or
  - (e) in accordance with the provisions for notice on a website set out below,
    - if the member lacks a registered address within the United Kingdom, notice may be sent to any address within the United Kingdom which they have given the Association for that purpose or in accordance with (c), (d) or (e) above but otherwise no member not within the United Kingdom shall be entitled to receive any notice from the Association.
- 58.2 If a notice is sent by post, it will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing the notice If sent by fax or email it will be treated as properly sent if the Association receives no indication that it has not been received.
- 58.3 If sent by post in accordance with this Article 58, the notice will be treated as having been received 48 hours after the envelope containing it was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice will be treated as having been received 24 hours after having been properly sent.
- 58.4 The Association may assume that any fax number of e-mail address given to it by a member remains valid unless the member informs the Association that it is not.
- 58.5 Where a member has informed the Association in Writing of their consent, or has given deemed consent in accordance with the Act, to receive notices from the Association by means of a website, notice will be validly given if the Association sends that member a notification informing them that the documents forming part of the notice may be viewed on a specified website The notification must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed if the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting The notice must be available on the website throughout the notice period until the end of the meeting in question.

## **59 Accidental Omission of Notice**

- 59.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other reason. This does not invalidate the proceedings of that meeting.

## **60 Who is Entitled to Notice of General Meetings**

60.1 Notice of every general meeting must be given to:

- (a) every member; and
- (b) the reporting accountants or auditor of the Association.

60.2 No one else is entitled to receive notice of general meetings.

## **61 Alteration of the Articles**

61.1 The Association may alter these Articles only by a special resolution passed either at a general meeting or as a written resolution. For a special resolution proposed at a general meeting to be valid, 14 clear days' notice has been given of the intention to pass a special resolution and at which 75% of those voting vote in favour of it. Such a special resolution may be passed on shorter notice if 90% of members having the right to vote agree to such short notice.

## **62 Regulations**

62.1 The Association in general meeting may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution.

62.2 No regulation may be made which invalidates any prior act of the Committee which would otherwise have been valid.

## **63 Dissolution of the Association**

63.1 The Committee or a general meeting may decide at any time to dissolve the Association. The Association shall then call a meeting of all members and those entitled to notice of general meetings.

63.2 If the Association is wound-up or dissolved, and there remains any property after all debts and liabilities have been met, 5% of the property may be distributed amongst the members of the Association who are not Committee Members provided that all the members of the Committee give their approval. The remainder of the property must not be distributed among the members of the Association and instead it must be given or transferred to some other institution or institutions with similar objects to the Association.

63.3 The institution or institutions referred to in Article 63.2 above will be chosen by the members of the Association at or before the time when the Association is wound-up or dissolved and if that cannot be done then the property shall be given to some other organisation or organisations with similar objects to the Association.

## **64 Limited Liability**

64.1 The liability of the members is limited.

## **65 Guarantee by Members of the Association**

65.1 Every member of the Association agrees to contribute to the Association £1 or any smaller amount required if:

- (a) the Association is wound-up while they are a member or within a year afterwards; and
- (b) the Association has debts and liabilities which it cannot meet out of its assets.

## **66 Conflicts of Interest**

66.1 Where the duty of a Committee Member under section 175(1) of the Act to avoid conflict of interest would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if:

- (a) the matter in relation to which that duty exists has been proposed to the authorised by them;
- (b) any requirement as to the quorum of such meeting is met without counting the Committee Member in question, or any other interested Committee Member; and
- (c) the matter was agreed to without any such Committee Member voting or would have been agreed to if the vote of any such Committee Member had not been counted.

The Committee Members shall also observe the other duties and rules in the Act, and such other rules as the Committee adopts, as to the management of conflicts of duty or interest and to the extent required by law every Committee Member shall fully disclose to the Committee the circumstances giving rise to any conflict or potential conflict that they have.