

Memorandum and Articles of Association

INSTITUTE OF MONEY ADVISERS

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL MEMORANDUM OF ASSOCIATION of IMA

1. The name of the Company (hereinafter called "the company") is the Institute of Money Advisers .
2. The registered office of the Company will be situated in England or Wales.

OBJECTS AND POWERS

3. a) The objects for which the Company is established are:
 - (i) To promote free money advice.
 - (ii) To advance the education of advisers relating to money advice.
 - (iii) To advance public education in all matters relating to management of personal finances.
 - (iv) To relieve poverty.
 - (v) To bring a responsible influence to bear on public policy relating to money advice and / or personal finances.

- (b) In furtherance of the above objects but not further or otherwise the Company shall have the power:
 - (i) To provide for assessment of persons desiring to become members of the Company and further to grant renewable certificates to practice to candidates deemed to be appropriate and to provide for the registration of all such members and holders of certificates issued by the Company.
 - (ii) To establish, form and maintain libraries, reference facilities, collections of books, periodicals, literary matter, a website or other forms of electronic media and other things of interest in connection with all matters affecting the study of money advice and the practical work of a money adviser.
 - (iii) To prepare, edit, print, publish, issue and circulate such papers, periodicals, books and other literary matter, whether in printed or electronic form as may be deemed conducive to the study of money advice, and its practice and matters connected therewith.
 - (iv) To organise, arrange and co-operate with other bodies or persons in arranging for meetings, lectures, classes of instruction, study circles, visits, research and other methods of education in regard to the study of money advice or its practice.

(v) To amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Company and prohibit the payment of any dividend or profit to and the distribution of any of the assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of the Company by this Memorandum of Association.

(vi) To admit any persons to be honorary members of the Company on such terms, and to confer on them such rights and privileges, as may seem fit.

(vii) To make such Rules and Regulations as may from time to time be necessary for carrying out the above objects or otherwise provided that such Rules and Regulations shall not be inconsistent with the provisions hereof.

(viii) To do all such other lawful things as may be conducive or incidental to the attaining of the above objects or any of them.

(ix) To carry on all or any of the above objects in any place in England, Wales or Northern Ireland.

(x) To provide at the offices of the Company rooms to be used on such terms as the Company may think fit for any purposes public and private.

(xi) To undertake and to execute any charitable trust which may seem to the Company conducive of any of its objects.

(xii) Subject to such consents, if any, as may be required by law, to borrow or raise money for the purposes of the Company for the carrying out of any of its objects upon such terms and on such security as may be thought fit.

(xiii) To draw, make, accept, endorse, discount, execute and issue Promissory notes, bills of exchange and other negotiable instruments.

(xiv) To invest and deal with the monies of the Company not immediately required upon such securities and in such ethical manner as from time to time may be determined.

(xv) To acquire by purchase, take on lease, or otherwise acquire land and buildings and any other property real or personal, or any rights and privileges which the Company for the purposes thereof may from time to time think proper to acquire and which may be lawfully held by them to construct alter and maintain any buildings required for the purposes of the Company.

(xvi) Subject to such consents, if any, as may be required by law, to sell, improve, manage, develop, lease and mortgage, dispose of, turn to account, or otherwise deal with all or any part of the property of the Company.

Provided that

(a) in case the Company shall take or hold any property which may be subject to any trust the Company shall deal with or invest the same only in such manner as allowed by law having regard to such trusts

(b) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

(c) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such

property the Board of Trustees of the Company shall be chargeable for any such property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of the property in such manner and to the same extent as if such Governing Body would have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over such Governing Body, but it shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

(xvii) To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Company in the shape of donations, subscriptions or otherwise.

(xviii) To facilitate the interchange of views regarding all matters affecting the profession of money advice.

4. The income and property of the Company shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no portion of such income and property shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise howsoever by way of profit to members of the Company and no member of its Board of Trustees shall be appointed to any office of the Company paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Company provided that nothing should prevent any payment in good faith by the Company with the exception of

- (a) reasonable and proper remuneration to any member officer or servant of the Company not being a member of its Board of Trustees for any services rendered to the Company;
- (b) delivering training courses;
- (c) acting as assessors;
- (d) exceptional circumstances requiring particular expertise;
- (e) interest on money lent by any member of the Company or of its Board of Trustees at a rate per year not exceeding 2 % less than the base lending rate prescribed for the time being by a clearing bank selected by that Board of Trustees or 3% whichever is the greater;
- (f) reasonable or proper rent for premises demised or let by any member of the Company or its Board of Trustees;
- (g) fees remuneration or other benefit in money or monies worth to a company of which a member of the Board of Trustees may be a member holding not more than 1/100 part of the capital of that company; and to any member of its Board of Trustees for out of pocket expenses;

5. The liability of the members is limited.

6. Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time that s/he is a

member, or within one year afterwards, for payment of the debts and liabilities of the Company contracted before the time at which s/he ceases to be a member, and the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding One Pound sterling.

7. If on the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to some other charitable institution or institution having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income or property to an extent at least as great as is imposed on the Company and / or by virtue of clause 4 such institution or institutions to be determined by the members of the Company at or before the time of dissolution and insofar as effect cannot be given to such provision then to some other charitable object.

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

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Name	Address	Occupation
Simon Bolton	36 Selborne Street Blackburn Lancashire BB2 2SN	Caseworker (Money Advice)
Richard Bickerdicke	18 Springhurst Road Shipley Bradford West Yorkshire BD18 3DW	Not Applicable
David Hawkes	54 Alstone Lane Cheltenham Gloucestershire GL51 8AE	Manager

DATED this Thursday the Twentieth of January 2005

WITNESS to the above signatures:-

James G Collins Apt 4
8 Vittoria Walk
Cheltenham
Gloucestershire
GL50 1TW

Public Relations Consultant

THE COMPANIES ACT 1985
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
ARTICLES OF ASSOCIATION OF THE INSTITUTE OF MONEY ADVISERS

INTERPRETATION

1. In these Articles unless there be something in the subject or context inconsistent therewith.

"The Act" means the Companies Acts 1985 to 1989

"The Articles" mean and include the present Articles and all supplementary, amended or substituted Articles for the time being in force.

"The Board of Trustees" means the Board of Trustees of the Company for the time being as hereby constituted.

"The Council" means the Council of the Company for the time being as hereby constituted.

"The Company" means the above-named Company.

"The Office" means the registered office for the time being of the Company.

"In Writing" means written or printed, partly written or partly printed, and includes other modes of representing and reproducing words in a visible form.

"A Member" or "Members" [deleted]

"A member" or "members" is a generic term meaning all Fellows including Honorary Fellows, Accredited Members, Associates, Trainees, Affiliates and Non-Practising Members of the Company, as hereinafter described.

Certificate of Practice – A Certificate issued with agreement of the Ministry of Justice to enable designated Company members to have automatic Rights of Audience within the Courts.

A "voting member" is a generic term meaning all Fellows, Honorary Fellows, Accredited Members, Associates and Non-Practising Members of the Company.

"Free Money Advice" means advice that is free to the client, and is impartial, confidential, independent, holistic advice which aims to enable and support people, their families and their households in accessing their political, legal and human rights to resolve issues and actions arising from financial problems, social exclusion and effects of over-indebtedness.

"Honorary Observer". The status of Honorary Observer shall be open to other bodies who have a constructive relationship with the Company. The Board of Trustees and Council respectively may confirm Honorary Observers annually. Honorary Observers shall have the right to attend Board of Trustees or Council meetings as appropriate and receive minutes. They shall not have the right to vote. They may only speak with the permission of the Chair or Convenor.

Words that have a special meaning assigned to them in the Act shall have the same meaning in these Articles.

"Month" means calendar month.

"General Meeting" means a General Meeting, whether Ordinary (the Annual General Meeting) or Extraordinary, of the voting members.

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

2. For the purposes of registration the number of members of the Company is declared not to exceed 20,000, but the Board of Trustees may from time to time register an increase of members.

3. These Articles shall be construed with reference to the provisions of the Companies Acts 1985 to 1989 and terms used in these Articles shall have the same respective meanings as they have when used in those Acts.

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

MEMBERS

8. The members of the Company may be either Fellows, Honorary Fellows, Accredited Members, Associates, Trainees, Affiliates, or Non-Practising Members.

9. A Fellow shall be a person who has satisfied the Board of Trustees either by examination or otherwise as the Board of Trustees may require, that s/he is fully qualified to deal with all matters affecting the profession of money advice and that his/her experience and standing are sufficient to justify his/her admission as a Fellow.

Provided however that notwithstanding anything hereinbefore contained

(1) The process of admission of any Member to Fellowship of the Company shall be at the ultimate discretion of the Board of Trustees who may refuse to admit any Member to Fellowship. The Board of Trustees must give reasons for so refusing and there must be an appeal process.

(2) The Board of Trustees may in their absolute and unfettered discretion admit to Fellowship any person who may seem to them specially qualified for admission.

10. An Accredited Member shall be a person who has satisfied the Board of Trustees either by examination or otherwise that s/he has met the requirements for Accredited Membership as set out in the Rules.

11. An Associate shall be a person who has satisfied the Board of Trustees either by examination or otherwise that s/he has met the requirements for Associate membership as set out in the Rules.

12. A Trainee shall be a person who has satisfied the Board of Trustees either by examination or otherwise that s/he has met the requirements for Trainee membership as set out in the Rules.

12 (a) An Affiliate shall be a person who has satisfied the Board of Trustees that s/he has some involvement in promoting free money advice, financial capability or money guidance and does not qualify for any other category of membership as set out in the Rules. They must meet the requirements for Affiliate membership as set out in the Rules.

12 (b) A Non-Practising Member shall be a person who was previously in either the Accredited or Associate Membership category and who has satisfied the Board that by reason of being unemployed or retired s/he is no longer eligible for membership of either of those categories and does not qualify for any other

category of membership as set out in the Rules. They must meet the requirements for Non-Practising membership as set out in the Rules.

13. Honorary Fellows

shall be appointed

- (1) by being nominated by the Board of Trustees and approved by them; OR
- (2) by being nominated by at least ten Members of the Company and approved by the Board of Trustees.

Each approved nomination shall then go to the next General Meeting for election.

An Honorary Fellow will be granted the same rights and privileges as the membership status they held immediately before they were elected. An Honorary Fellow shall not pay any contribution or subscription in respect of such membership and as such shall have full rights of membership of the Company for life.

14.

(a) No person shall be admitted an Accredited Member, Non-Practising Member, Associate, Affiliate or Trainee of the Company unless s/he shall have signed one of the appropriate application forms in the form from time to time determined by the Board of Trustees. Such application form shall be forwarded to the Office of the Company, where the application shall be processed in the way prescribed by the Rules.

(b) The Board of Trustees shall at their discretion, subject only to these Articles and to the Rules for the time being in force, determine as to the admission of members and the category of membership (if any) to which that person will be admitted (such decisions to be reviewed on any change of circumstances notified in accordance with article 21 or the Rules). Their decision not to admit or re-admit any person, or not to admit or re-admit any person to any particular category of membership or to re-locate a person in a different category of membership, shall be final, subject only to an appeal process as specified in the Rules. Where a person appeals against any such decision, he/she shall submit in writing the grounds and reasons for the appeal to the Board within 28 days of being notified of the decision.

(c) The Board of Trustees may delegate all or any its powers under this article to the Membership and Professional Standards or other designated Sub-committee of the Board or to the Membership, Marketing and Communications Manager or other designated staff member who shall report back to the Board of Trustees on decisions made under such delegated powers as required by the Board. However, the Board of Trustees may not delegate the power to appeal to the

Membership, Marketing and Communications Manager or to any other designated staff member.

(d) Any decision made by the Membership, Marketing and Communications Manager or other designated staff member under this article or the Rules is subject to the person's right to appeal to the Membership and Professional Standards or other designated Sub-committee of the Board of Trustees as provided above. Any decision made by the Membership and Professional Standards or other designated Sub-committee of the Board under this article or the Rules (including any decision made on any appeal) is subject to the person's right to appeal to the Board of Trustees as provided above.

15. Any member may withdraw from the Company by giving notice in writing to the office. No money for that year's annual fee is returnable.

16. (a) The Board of Trustees may at any time, by notice in writing served as hereinafter mentioned, require any member whom they in their absolute discretion deem unfit or unsuitable to be a member, to withdraw from the Company and shall return no proportion of such member's current subscription, and such member shall cease to be a member of the Company upon the expiration of the time specified in such notice. There shall be a right of appeal as specified in the Rules.

(b) In specific cases where during a membership year a member ceases to be eligible for any category of membership under Articles 8 – 12, the Board of Trustees may delegate all or any of its powers under this Article to the Membership and Professional Standards or other designated sub-committee of the Board or to the Membership, Marketing and Communications Manager or other designated staff member. There shall be a right of appeal as specified in the Rules.

17. (a) The rights of a member as such shall be personal and shall not be transferable, and shall cease upon his/her death, or otherwise ceasing to be a member, and no one ceasing to be a member or claiming through or under a member shall have any right to any of the benefits of membership or any right or interest in any of the property or funds of the Company or any claim to a return of any money paid by such member to the Company.

(b). The member shall pay his/her subscriptions in accordance with Article 22. If the subscription or any instalment thereof is unpaid within three months of becoming due, the Company shall remove the member's name from the list of members and that member shall then forfeit all rights of membership. The Board of Trustees may, at its discretion, restore the member's rights to the date of membership commencement, provided that arrears of subscription are paid.

(c) The Board of Trustees shall have the power to fully, or partially, remit a member's subscriptions, in hardship or exceptional circumstances. A member should make an application for remittal to the Company in writing, stating the exceptional circumstances and reason for the remittal request. The request shall be forwarded to the Membership and Professional Standards or other designated sub-committee of the Board who shall consider the request and make a recommendation to the Board of Trustees which shall then decide the application. The Company shall provide the member with the decision in writing following the meeting.

RIGHTS AND DUTIES OF MEMBERS

18. (a) All Fellows of the Company shall be entitled to describe themselves as "FIMA" (representing the words "Fellow of IMA") and all Accredited Members shall be entitled to describe themselves as 'MIMA (Cert) ' (representing the words "Member of IMA who has been awarded the IMA's Certificate of Credit in Money Advice Practice") or 'AIMA (Cert)' (representing the words "Affiliate Member of the IMA who has been awarded the IMA's Certificate in Money Advice Practice").
(b) Members of the Company may be permitted, in accordance with the Rules, to use the appropriate members' logo design.
(c) [deleted]
(d) No member not being a Fellow or Accredited Member may describe him or herself or hold him or herself out as having any qualification under the Rules of the Company.
(e) A Fellow or Accredited Member who ceases to be a member of the Company for whatever reason shall thereupon cease to describe him or herself as 'FIMA', "MIMA", or "AIMA" as the case may be.
(f) An Accredited Member who becomes a Non-Practising Member shall thereupon cease to describe him or herself as "MIMA" for so long as s/he remains in the Non-Practising Member category but will retain their entitlement to any qualification awarded to him or her under the auspices of the Company and any accreditation, subject to the Rules.

19. Every member of the Company shall be bound:

(a) To further to the best of his/her ability the objects, interests and influence of the Company, and to observe all the Rules and Regulations of the Company for the time being lawfully in force.
(b) To pay and make good to the Company any loss or damage which the Company may sustain through any wilful act or default of such member if such

act or default shall be a breach of any provision of these Articles or of any Rule or Regulation of the Company lawfully made.

(c) shall not express views or actions that will bring the Company into disrepute.

20. Subject to the due performance and observance of the Memorandum and Articles of Association of the Company and any Rules or Regulations lawfully made thereunder, all members of the Company shall be entitled to enjoy all privileges and benefits which membership of the Company shall lawfully confer upon any member thereof.

21. Every member shall from time to time notify the Membership, Marketing and Communications Manager or other designated member of the Company's staff (the 'designated staff member') of a suitable contact address. In addition, every member shall inform the Membership, Marketing and Services Manager or designated staff member of any change of organisation for which he/she works (including if he/she becomes self-employed or takes up any employment).

ANNUAL SUBSCRIPTIONS

22. (a) The annual subscription to be paid by members shall increase in line with the Retail Price Index in March each year and take effect from the first day August of that year. Any additional increase in subscription shall be fixed from time to time by the Annual General Meeting. Until otherwise determined by the Annual General Meeting the annual subscription shall become due on the first of the month after acceptance into membership and thereafter due annually on the first of the month twelve months later. Payment shall be made either in a single payment or by such instalments and by such payment methods as the Board may from time to time determine.

22. (b) The Board shall, at its discretion, following a vote of its members, shall have the power not to enact the annual subscription increase in the year in question as stated under Article 22. Any vote shall be determined by simple majority of those members present at the relevant meeting

THE BOARD OF TRUSTEES OF THE COMPANY

23. The Board of Trustees

23. (a) The policy and general management of the affairs of the Company shall be managed by a Board of Trustees, whose services shall be purely honorary. The said Board of Trustees shall consist of no more than six members including the Chair, and four Ordinary Members elected in accordance with Article 24. In addition, the Council shall elect one of its members to sit on the Board of Trustees. Any member of the Company shall be eligible to be an elected Member

of the Board of Trustees except that no Affiliate or Trainee Member shall be so eligible.

(aa) The Chair shall be elected by the General Meeting of the Company and shall take office for three years.

(b) All ordinary Members of the Board of Trustees, except the Council representative, shall be elected by the General Meeting of the Company and shall take office for three years.

(c) In addition to the Members elected in accordance with Articles 23(a) and 24 the Board of Trustees may co-opt up to four who need not be members of the Company to serve for such period as the Board of Trustees shall determine (subject to a maximum period of appointment of three years).

(d) Such co-opted members shall have the same voting rights and entitlement to hold office (with the exception of chair or vice chair) as the elected Members.

(e) Nominations for members of the Board of Trustees to be elected in accordance with Article 23 (b), must be made by a minimum of two voting members of the Company in writing and must be in the hands of the Company's Company Secretary at least 8 weeks before the General Meeting. No nomination shall be accepted unless the consent of the nominee has been previously obtained.

(f) The Company Secretary may, in her/his absolute discretion, accept late nominations and the Chair may, in her/his absolute discretion, accept nominations made at the General Meeting.

24. Should nominations for members of the Board of Trustees to be elected in accordance with Article 23(b) exceed vacancies, election shall be by ballot.

(i) If the number of candidates that are nominated does not exceed one in the case of the Chair or in the case of the elected members, the number of vacancies on the Board, then such persons shall be elected at the General Meeting of the Company and shall take office for three years.

(ii) If the number of candidates properly nominated for Chair exceeds one, or in the case of Ordinary Members, the number of vacancies on the Board, then there shall be an election by ballot in accordance with the next following subparagraphs of this Article.

(iii) Nominations for Chair, and Ordinary Members, must be received by the Company Secretary, with election manifesto of not more than 1,000 words, a minimum of eight weeks before the date of the Company's General Meeting.

In the event of more than the number of positions standing for election, the election shall be conducted by voting members having the choice of either voting in the proxy ballot or by voting members casting a vote by ballot paper at the

General Meeting. Members standing for election may give a short address to the General Meeting. The ballot for General Meeting delegates will close at the end of the General Meeting. The Board of Trustees will take office at the end of the Annual General Meeting.

25. (i) Other than at the first three annual general meetings following incorporation, all elected Trustees shall retire from office at the third annual general meeting following the annual general meeting at which they were elected but may be re-elected.

(ii) All nominated or co-opted Trustees shall retire from office at the end of the period for which they were appointed but may then be elected or re-appointed.

(iii) At each of the first three annual general meetings following incorporation one third of the originally elected Trustees shall retire in rotation but may be re-elected.

26. Any retiring Member of the Board of Trustees shall be eligible for re-election.

27. In the event of any member of the Board of Trustees dying or ceasing to be a Fellow, Member, Non-Practising Member or Associate Member of the Company under Articles 9 or 10 hereof or otherwise or becoming incapable of performing his/her duties or absenting him/herself from four consecutive Meetings without special leave of absence from the Board of Trustees, the Board of Trustees may declare his/her seat vacant and may elect another Fellow, Member, Non-Practising Member or Associate Member of the Company to be a member of the Board of Trustees in his/her place. Each member so elected shall be until the next following General Meeting. Any vacancy so declared and not so filled, shall be filled at the next General Meeting of the Company. Any such vacancy not so filled at such General Meeting may be filled by the Board of Trustees and the term of office of each Member so elected shall be until the next following General Meeting.

28. The office of a Member of the Board of Trustees shall, ipso facto, be vacated:

(a) if s/he becomes incapable by reason of mental disorder, illness or injury of managing and carrying out her/his own affairs;

(b) If s/he ceases to be a Fellow, Member, Non-Practising Member or Associate Member of the Company

(c) If by notice in writing to the Board of Trustees s/he resigns his/her office.

(d) If s/he be prohibited from being a Member of the Board of Trustees by reason of the provisions of the Section 72 of the Charities Act 1993 or of any statute or statutory provision which from time to time amends, extends or re-enacts the provisions of such Act.

(e) If s/he has not declared a clear conflict of interest or has previously declared a conflict of interest, and has taken part in activities, which has affected or may affect, or compromise the position of the Company. Any decision shall be subject to the appeal process laid out in the Rules of the Company.

(f) if s/he expresses views or takes actions which are contrary to the Company's Aims and Principles. Any decision shall be subject to the appeal process laid out in the Rules of the Company.

POWERS OF THE BOARD OF TRUSTEES

29. The management of the Company, its affairs and funds shall be in the control of the Board of Trustees of the Company who may exercise all such powers and do such acts and things as may be exercised or done by the Company or are not hereby or by any Act of Parliament expressly directed or required to be exercised or done by the Council or by the Company in General Meeting, but subject always to the provision of any Acts of Parliament for the time being in force and of these Articles.

(a) The Board of Trustees shall appoint from among its members as required a Vice-Chair, an Honorary Treasurer and a Company Secretary, and may appoint such other Honorary Officers as it wishes. Only those Directors elected by members to the Board at an AGM are eligible to be appointed to Vice Chair. Co-opted Directors are not eligible to be appointed to the Office of Vice Chair.

(b) No person may hold the same honorary office for more than three consecutive years, without being re-appointed by the Board

(c) Should more than one person be considered for the same Honorary Office, by either nomination by the Board or self nomination, an election shall be taken by the members of the Board. The vote shall be by ballot. The outcome will be decided by simple majority. Should such an election be tied the Chair shall have the casting vote.

30. Without prejudice to the generality of the powers conferred by the last preceding Article and otherwise by these Articles it is expressly declared that the Board of Trustees shall have the following powers, that is to say:

(a) To make, impose, vary and repeal Rules and Regulations for the administration of the Company and for carrying its objects into effect. Provided that no Rule shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 378 of the Act.

(b) To call for an Extra-Ordinary Meeting of the Company on any subject the Board deems fit. Provided that a Vote of all the Board members has taken place and a majority of three quarters vote in favour.

(c) [revoked]

- (d) To admonish, suspend or require any member to withdraw from the Company and to expel any member whom they in their discretion, subject to appeal, think an unsuitable person to be a member of the Company.
- (e) To enter into all such negotiations, contracts and arrangements and rescind and vary all such contracts and execute and do all such deeds, acts and things in the name and on behalf of the Company as they may consider expedient for or in relation to the lawful carrying out of any of the objects or purposes of the Company.
- (f) To Company, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or members or otherwise concerning the affairs of the Company so far as may be lawful having regard to the rules of law with respect to maintenance or champerty.
- (g) To appoint and dismiss such Solicitors as they may from time to time determine and to engage professional or other assistance in connection with the business of the Company and pay reasonable fees or remuneration for the same as they may think fit.
- (h) [deleted]
- (i) To fill casual vacancies in the offices of Chair, Vice Chair(s), Treasurer or Auditor and such other Honorary Officers as it has appointed.
- (j) To co-opt any person or persons whether incorporated or not to act as Trustee or Trustees.
- (k) To approve any honorary observers for the year.
- (l) To accept and hold in trust for the Company any property belonging to the Company or in which it is interested, or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such Trustee or Trustees.
- (m) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- (n) To affix the seal of the Company to all deeds and documents requiring the same.
- (o) To determine who shall be entitled to sign on the Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and other documents.
- (p) To invest and deal with any of the monies of the Company not immediately required for the purposes thereof, upon such securities and in such manner as they may think fit, and from time to time to vary or realise such investments.
- (q) To take offices or acquire premises for the use of the Company.
- (r) To pay all expenses incurred in carrying out the objects of the Company and the management of its affairs.
- (s) To arrange for the holding of assessments at such times as they may determine for the assessment of those desiring to apply to be Fellows, Members, Associates, Affiliates, Non-Practising Members and Trainees of the Company.
- (t) To agree the setting up of payments of fees by instalments in individual cases.

- (u) To arrange for training, workshops and meetings upon subjects of interest to members.
- (v) To do all other lawful things as are incidental or conducive to the attainment of the objects of the Company and are not prohibited by the Memorandum of Association.
- (w) To delegate matters of urgency arising between Board of Trustees meetings to the Chair, Vice Chairs and Treasurer pursuant to advice from the Chief Executive, for such action and decision as they unanimously decide. All such actions and decisions shall be fully reported back to the Board of Trustees as soon as possible.
- (x) To delegate to the Council, from time to time, such matters as the Board deems appropriate
- (y) To submit Resolutions to the General Meeting detailing the Proposer and a Seconder
- (z) To fix a date on which the General Meeting for the year is to be held.
- (aa) To accept or refuse any decisions, placed before the Board of Trustees, made by the Council of the Company.

31. The Board of Trustees may appoint such sub-committees as it may deem necessary and shall determine their terms of reference, powers, duration and composition.

- (a) Persons not being members of the Company shall never exceed one-third of the total membership of the sub-committee.
- (b) All acts and proceedings of such sub-committees shall be reported back to the Board of Trustees at its next meeting.
- (c) The chair of any sub-committee shall be determined by the Board of Trustees. The Board of Trustees may, however, permit such committees to appoint secretaries to serve them who need not be the secretary to the Board of Trustees, but in all cases minutes of those committees shall be made available to the Company Secretary within 14 days of any meeting of any such committee and the records and papers of all such committees shall be the property of the Board of Trustees.
- (d) Questions arising at any meeting shall be decided by a majority of votes. Each Member shall be entitled to one vote, and in case of an equality of votes, the Chair shall have a second or casting vote.

PROCEEDINGS OF THE BOARD OF TRUSTEES

32. The policy and overseeing of the general management of the affairs of the Company shall be conducted by the Board of Trustees.

33. Meetings of the Board of Trustees of the Company shall be held at least six times in each year. Fourteen days notice of such meetings shall be given to all

members of the Board of Trustees. Meetings of the Board of Trustees may, in exceptional circumstances, be held by teleconference or other electronic media.

34. Three or more members of the Board of Trustees may summon a special meeting of the Board of Trustees for the purpose of dealing with any matter requiring urgent attention, the consideration of which ought not to be postponed until the next meeting of the Board of Trustees.

35. A Board of Trustees meeting, that is called by shorter notice than that provided for above, shall proceed to business if it is so agreed by a simple majority of those present.

36. 50% of the Board must attend the meeting for it to be quorate. All fractions of this calculation shall be rounded up to a whole.

37. No business shall be transacted at a Board of Trustees meeting unless a quorum, as specified in Article 36 is present in person at the time when the meeting proceeds to business. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned to a day to be determined by the Chair. If, at the adjourned meeting, a quorum is not present the members present shall form a quorum.

38. The Board of Trustees may continue to act although their number is reduced below three. The continuing members shall only act for the purpose of filling vacancies and convening any General Meeting.

39. [deleted]

40. Co-opted members may vote at Board of Trustees meetings.

41. Voting at Board of Trustees meetings shall be by a show of hands unless a poll is demanded by at least three members or by the Chair. All questions shall be decided by a simple majority and the Chair of the meetings shall have a second or casting vote in case of equality of votes. No other person shall exercise more than one vote.

42. A meeting of the Board of Trustees for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the Articles of Association for the time being vested in, or exercisable by the Board of Trustees generally.

43. The Board of Trustees shall, insofar as it is possible, determine at the beginning of the Company's year, dates and places for meetings throughout the year.

44. The agenda for a Board of Trustees meeting shall be prepared by the Company's Company Secretary in co-operation with the Chair. Business shall normally be dealt with in the order that it appears on the Agenda, save that the Chair of the meeting may, with its consent, give precedence to such business as is deemed urgent. Members wishing to raise new business must notify the Company Secretary and / or Chair so that it may appear on the Agenda. The Chair may, however, at her/his discretion permit new business to be raised without prior notice under 'Any Other Business' or may defer such item(s) to the next meeting.

45. All acts done by any meeting of the Board of Trustees or by a committee of the Board of Trustees or by any person acting as a Member of the Board of Trustees shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such Board of Trustees or such persons 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 and was qualified to be a Member of the Board of Trustees.

46. A resolution in writing, signed by all the members of the Board of Trustees, shall be as valid and effective as if it had been passed at a meeting of the Board of Trustees duly convened and held.

MINUTES

47. The Board of Trustees shall cause Minutes to be duly entered in books provided for the purpose:

- (a) Of the names of the Members of the Board of Trustees present at each Meeting of the Board of Trustees, and of any committee of the Board of Trustees.
- (b) Of all orders made by the Board of Trustees and committees of the Board of Trustees.
- (c) Of all resolutions and proceedings of General Meetings and of Meetings of the Board of Trustees and committees.

And any such Minutes of any meeting of the Board of Trustees or of any committee, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be receivable as prima facie evidence of the matter stated in such Minutes.

48. The Company Secretary shall circulate notices of all Board of Trustees meetings not less than 14 days before the date of the meeting, keep accurate records of the transactions of such meetings and present minutes of such meetings to the following meeting for signature by the Chair if approved as a correct record.

CHIEF EXECUTIVE

- 49.** A Chief Executive of the Company shall be appointed by the Board of Trustees.
- 50.** The Chief Executive, acting under the Board of Trustees, shall superintend and be responsible for the general working of the Company.
- 51.** The Board of Trustees may at any time appoint a temporary substitute for the Chief Executive, who shall, for the purposes of these Articles, be deemed to be the Chief Executive.
- 52.** All books, documents, records and papers shall be kept in the care of the Chief Executive.

SEAL

- 53.** The Board of Trustees shall provide for the safe custody of the Seal, except as hereinafter mentioned and the Seal shall never be used except by the authority of the Board of Trustees or a Committee thereof previously given, and in the presence of two Members of the Board of Trustees at the least, who shall sign every instrument to which the Seal is affixed and every such instrument shall be countersigned by the Chief Executive or some other person appointed by the Board of Trustees; provided always that the Board of Trustees may direct that all renewable certificates to practice awarded to the Members of the Company shall be under Seal and that in that case and for that purpose only the Seal shall be affixed and renewable certificates to practice shall be signed by the Chair or an officer of the Company and the Chair for the time being.

SECURITIES

- 54.** Unless and until required for some special purpose, all the securities of the Company shall be deposited with the Bankers of the Company, or in some other place of custody approved by the Board of Trustees.
- 55.** The Board of Trustees shall make such regulations as they may from time to time think expedient for examining the securities so deposited, and certifying the safety thereof, and so that the same shall once at least in each year be personally inspected by two members of the Board of Trustees and of the Auditors to be named by the Board of Trustees for that purpose, who shall certify to the Board of Trustees the result of their examination.

COUNCIL OF THE COMPANY

56. The organisation and support of the Branches of the Company shall be determined by a Council, whose services shall be purely honorary. The said Council shall consist of no more than twenty-four members including a representative of the Board of Trustees appointed annually by the Board. The remaining places shall be for Regional Branch Representatives, who will be Fellow, Members, Non-Practising Member or Associate Members of the Company. No affiliate or Trainee shall be eligible to be elected to the Council

57. Each Branch of the Company shall elect annually one of its members to serve on the Council in accordance with the procedure approved by the Council from time to time and approved by the Board in accordance with Article 65(j) and those elected will take office at the Annual General Meeting.

58. Regional elections for Branch members of the Council to be elected in accordance with Article 57 shall be held in such time as to enable notice of the results of those elections to be notified in writing to the Company's Company Secretary at least 14 days before the General Meeting. In the event of an election, a voting member who is not a candidate shall act as returning officer.

The Company Secretary may, in her/his absolute discretion accept late notification of election results, providing notification is made before the commencement of business at the Annual General Meeting.

59. Any member of the Council who fails to attend two consecutive meetings shall be required to provide reasonable explanation for absence to the subsequent meeting or shall cease to be a member of the Council.

60. [deleted]

61. In addition to the members elected in accordance with Article 57, the Council may co-opt up to six members (who need not be members of the Company) to serve for such period as the Council shall determine. Co-opted members may not vote at Council meetings.

(i) The Co-optees may be representative of other bodies, members of the Company and/or individuals whose aims and objectives are in accordance with the Company.

(ii) [deleted].

62. Branch Representatives shall be elected as follows:

(a) One Branch Representative shall be elected from each of the Company Branches and these Branches shall be as determined by the Council from time to time.

- (b) Each Branch Representative shall be elected by the Fellows, Members, Non-Practising Members and Associates of the Company in that Branch.
- (c) The results of these elections shall be notified in accordance with Article 58 to the General Meeting of the Company immediately following.
- (d) Should any casual vacancies for Branch Representatives arise they shall be filled at a Branch meeting. Appointees shall retire at the Branch meeting before the next General Meeting, when they shall be eligible for re-election in accordance with Article 57 and the member so elected shall take office immediately and her/his term of office shall last until the following year's General Meeting.

- 63.** The office of a Member of the Council shall, ipso facto, be vacated;
- (a) if s/he becomes incapable by reason of mental disorder, illness or injury of managing and carrying out her/his own affairs;
 - (b) If s/he ceases to be a Fellow, Member or Associate of the Company.
 - (c) If by notice in writing to the Council s/he resigns his/her office.
 - (d) If s/he has not declared a clear conflict of interest or has previously declared a conflict of interest, and has taken part in activities, which has affected or may affect, or compromise the position of the Company. Any decision shall be subject to the appeal process laid out in the Rules of the Company.
 - (e) if s/he expresses views or takes actions which are contrary to the Companys' Aims and Principles. Any decision shall be subject to be appeal process laid out in the Rules of the Company.

POWERS OF THE COUNCIL

- 64.** The Council of the Company shall support the Branches of the Company and do all such acts and things as may be exercised or done by the Council or are not hereby or by any Act of Parliament expressly directed but subject always to the provision of any Acts of Parliament for the time being in force and of these Articles.
- (a) The Council shall appoint from among its members a Convenor, Vice-Convenor, an Honorary Secretary, and may appoint such other Honorary Officers as it wishes.
 - (b) No person may hold the same honorary office for more than three consecutive years without being re-appointed by the Council'.
 - (bb) Should more than one person be considered for the same Honorary Office, an election shall be held by the members of the Council. The vote shall be by ballot. The outcome will be decided by simple majority. Should such an election be tied, the Council's representative on the Board of Trustees shall have the casting vote.
 - (c) The Council shall elect at its meeting following the General Meeting one of its members to be its representative on the Board of Trustees

65. Without prejudice to the generality of the powers conferred by the last preceding Article and otherwise by these Articles it is expressly declared that the Council shall have the following powers, that is to say:

(a) To make, impose, vary and repeal Rules, Regulations and Guidelines for the organization, administration and support of the Branches and for carrying its objects into effect. Provided that no Rule shall be made under this power which would amount to such an addition to or modification of the Articles of Association as could only legally be made by a Special Resolution passed in accordance with the provisions of Section 378 of the Act.

(b) To delegate any of their powers to committees consisting of two or more Members of the Council and to make and impose upon such committees such Rules and Regulations and to vary the same from time to time as they shall think fit. All acts and proceedings of such committees shall be fully reported back to Council as soon as possible.

(c) To fill casual vacancies in the office of Convenor, Vice-Convenor, Honorary Secretary and such other Honorary Officers as it has appointed.

(d) To co-opt any person or persons up to the number of six.

(e) To appoint honorary observers

(f) To arrange for training, workshops and meetings upon subjects of interest to members.

(g) To do all other lawful things as are incidental or conducive to the attainment of the objects of the Company and are not prohibited by the Memorandum of Association.

(h) To delegate matters of urgency arising between Council meetings to the Convenor, Vice Convenors, and Secretary pursuant to advice from the Chief Executive, for such action and decision as they unanimously decide. All such actions and decisions shall be fully reported back to Council as soon as possible.

(i) To submit Resolutions to the General Meeting giving the Proposer and the Seconder

(j) Any decisions taken under Article 65(a) shall be submitted to the Board of Trustees and shall have no effect until ratified by the Board of Trustees under Article 30(aa)

66. The Council may appoint such sub-committees as it may deem necessary and shall determine their terms of reference, powers, duration and composition.

(a) Persons not being members of the Company shall never exceed one-third of the total membership of the sub-committee.

(b) All acts and proceedings of such sub-committees shall be reported back to the Council at its next meeting.

(c) The Convenor of any sub-committee shall be determined by the Council. The Council may, however, permit such committees to appoint secretaries to serve them who need not be the secretary to the Council, but in all cases minutes of those committees shall be made available to the Company Secretary within 14 days of any meeting of any such committee and the records and papers of all such committees shall be the property of the Council.

(d) Questions arising at any meeting shall be decided by a majority of votes. Each Member shall be entitled to one vote, and in case of an equality of votes, the Chair shall have a second or casting vote.

PROCEEDINGS OF THE COUNCIL

67. The policy and overseeing of the general management of the Branches of the Company shall be conducted by the Council.

68. Meetings of the Council of the Company shall be held at least three times in each year. Fourteen days notice of such meetings shall be given to all members of the Council. Meetings of the Council may, in exceptional circumstances, be held by teleconference.

69. Three or more members of the Council may summon a special meeting of the Council for the purpose of dealing with any matter requiring urgent attention, the consideration of which ought not to be postponed until the next meeting of the Council.

70. A Council meeting that is called by shorter notice than that provided for above shall proceed to business if it is so agreed by a simple majority of those present.

71. 50% of the Members of the Council must attend the meeting for it to be quorate. All fractions of this calculation shall be rounded up to a whole.

72. No business shall be transacted at a Council meeting unless a quorum as specified in Article 71 is present in person at the time when the meeting proceeds to business. If, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned to a day to be determined by the Convenor. If, at the adjourned meeting, a quorum is not present the members present shall form a quorum.

73. The Council may continue to act although their number is reduced below six. The continuing members shall only act for the purpose of filling vacancies and convening any General Meeting.

74. [deleted]

75. Co-opted members may not vote at Council meetings.

76. Honorary observers shall have the right to attend Council meetings and receive minutes. They shall not have the right to vote. They may only speak with the permission of the Convenor.

77. Voting at Council meetings shall be by a show of hands unless a poll is demanded by at least three members or by the Convenor. All questions shall be decided by a simple majority and the Convenor of the meetings shall have a second or casting vote in case of equality of votes. No other person shall exercise more than one vote.

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

79. The Council shall, insofar as it is possible, determine at the beginning of the Company's year, dates and places for its meetings throughout the year.

80. The agenda for a Council meeting shall be prepared by the Honorary Secretary in co-operation with the Convenor. Business shall normally be dealt with in the order that it appears on the Agenda, save that the Convenor of the meeting may, with its consent, give precedence to such business as is deemed urgent. Members wishing to raise new business must notify the Honorary Secretary and / or Convenor so that it may appear on the Agenda. The Convenor may, however, at her/his discretion permit new business to be raised without prior notice under 'Any Other Business' or may defer such item(s) to the next meeting.

81. All acts done by any meeting of the Council or by a committee of the Council or by any person acting as a Member of the Council shall notwithstanding that it shall be afterwards discovered that there was some defect in the appointment of such Council or such persons 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 and was qualified to be a Member of the Council.

82. A resolution in writing, signed by all the members of the Council, shall be as valid and effective as if it had been passed at a meeting of the Council duly convened and held.

LOCAL BRANCHES

83. The Council may set up, constitute and organise local Branches consisting of members of the Company covering such geographical areas as they may think fit.

84. Each local Branch shall be under the direction and control of a local committee consisting of a Branch Representative and ordinary members constituted in accordance with the Company's Branch Guidelines governing the activities of branches.

85. Branch Representatives shall be elected as follows:

- (a) One Branch Representative shall be elected from each of the Company Branches.
- (b) Each Branch Representative shall be elected by the Fellows, Members, Non-Practising Members and Associates of the Company who are members of that Branch.
- (c) The results of these elections shall be notified to the Company Secretary in accordance with Article 58.
- (d) Should any casual vacancies for Branch Representatives arise they shall be filled at a Branch meeting. Appointees shall retire at the Branch meeting before the next Annual General Meeting, when they shall be eligible for re-election in accordance with Article 57 and the member so elected shall take office immediately and her/his term of office shall last until the following year's General Meeting.

86. Each local Branch shall at all times conform to the regulations and directions, whether general or special, which may be imposed upon or given to it by the Annual General Meeting and shall have such powers, authorities and discretions as the Annual General Meeting may think expedient to invest it with.

87. The Branch representative of each local branch shall forward to the Council of the Company:

- (a) Minutes of all meetings of its committee.
- (b) A statement of all activities and issues to be brought to the attention of and/or discussion by each meeting of the Council.

88. The books and papers of each local Branch shall at all reasonable times be open to the inspection of any person appointed by the Council and the Branch representative of each local Branch shall at all times keep the Council informed of all matters and things affecting the business or affairs of such Branch or which may affect the business or affairs of the Company or its members.

MINUTES

89. The Council shall cause Minutes to be duly entered in books provided for the purpose:

- (a) Of the names of the Members of the Council present at each Meeting of the Council, and of any committee of the Council.
- (b) Of all orders made by the Council and committees of the Council.
- (c) Of all resolutions and proceedings of Meetings of the Council and committees.

And any such Minutes of any meeting of the Council or of any committee, if purporting to be signed by the Convenor of such meeting, or by the Convenor of

the next succeeding meeting, shall be receivable as prima facie evidence of the matter stated in such Minutes and all such minutes shall be circulated to the Board of Trustees.

90. The Honorary Secretary, shall circulate notices of all Committee meetings not less than 14 days before the date of the meeting, keep accurate records of the transactions of such meetings and present minutes of such meetings to the following meeting for signature by the Convenor if approved as a correct record.

GENERAL MEETINGS

91. A General Meeting shall be held once in each year as near as possible to within six months of the end of the Company's financial year at such time and place as may be prescribed by the Company in General Meeting, and if no other time or place is prescribed at such time and place as may be determined by the Board of Trustees. At least 60 days' notice shall be given in writing or by e-mail to all voting members. This meeting is to be known as 'The Annual General Meeting'.

92. Resolutions for the General Meeting may be accepted from the Board of Trustees, the Council and Branches. Individual Voting Members may also submit Resolutions for considerations, provided that they are Proposed by a voting Member and Seconded by at least 5 voting members. All Resolutions must be submitted in accordance with Article 93.

93. Notice of any resolution to be proposed and seconded at the General Meeting shall be submitted in writing to the Company Secretary, detailing the proposer and the seconder, at least 42 days before the General Meeting, to be distributed to voting members at least 28 days before the date of the General Meeting.

94. Emergency resolutions to the General Meeting may be submitted to the Company Secretary after this date up to and including the General Meeting itself. Any such resolution must be made in writing and state why it could not be submitted before the deadline. Before proceeding to discuss and vote upon the resolution, the meeting shall decide by a simple majority vote whether to accept the resolution or not.

95. Only voting members may attend, speak and vote. Trainees and Affiliates of the Company may attend, speak with permission of the Chair of the General Meeting, but not vote.

96. The General Meetings referred to in the preceding Articles shall be called Ordinary Meetings; all other meetings of the Company shall be called Extraordinary Meetings.

97. The Board of Trustees may whenever they think fit, and they shall within 28 days of receiving a written request so to do signed by at least 10% of voting Members of the Company and giving a reason for the request, proceed to convene an Extraordinary General Meeting of the Company and in the case of such written request the following provisions shall have effect:

(i) The written request must state the object(s) of the meeting and must be signed by the requisitionists and deposited at the national office and may consist of several documents in like form each signed by one or more requisitionists.

(ii) If the Board of Trustees does not proceed to cause a meeting to be held within 28 days from the date of the requisition being so deposited, the requisitionists or a majority of them may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of the deposit.

(iii) Any meeting convened under this cause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board of Trustees.

(iv) No other business may be dealt with at such meetings except that specified in the notice of the meeting.

98. Fourteen days' notice to voting members exclusive of the day when the notice is served or deemed to be served, but inclusive of the day for which notice is given, specifying the place, day and hour of any Extraordinary General Meeting, and the general nature of the business to be considered at the meeting, shall be given by notice sent by post or otherwise served as hereinafter provided.

99. The accidental omission to give any such notice to any of the members shall not invalidate any resolution passed at any such Meeting.

PROCEEDINGS AT GENERAL MEETINGS

100. The business of an Ordinary Meeting shall be:

(a) To elect the Chair and up to four Ordinary Members of the Board of Trustees.

(b) To receive and consider the audited accounts, the balance sheet and the Annual Report of the Council and the Auditors.

(c) To appoint an Auditor or Auditors and fix his/her or their remuneration.

(d) To notify the results of elections of Branch Representatives to the Council.

(e) [deleted]

(f) To approve the Minutes of the previous General Meeting.

(g) To present and vote on Resolutions.

(h) To transact any other business which under these Articles ought to be transacted at an Ordinary Meeting.

All other business transacted at an Ordinary Meeting and all business transacted at an Extraordinary Meeting shall be deemed special.

101. Every Meeting of the Company shall be presided over by the Chair, or in his/her absence by a Vice-Chair.

102. For all purposes the quorum of a General Meeting shall be forty of all paid-up voting members attending in person.

103. No business shall be transacted at a general meeting unless the quorum specified in Article 102 be present in person at the time when the meeting proceeds to business. If, within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to another day to be determined by the Board of Trustees. If, at an adjourned meeting a quorum is not present, the voting members present shall form a quorum as long as at least seven voting members are present.

104. No motion or amendment shall be discussed unless it has been moved and seconded by persons present at the meeting. Any amendment must be put in writing. Only one amendment shall be discussed at a time, but notice of further amendments (if any) must be given before the first amendment is put to the vote. Amendments shall be taken in the sequence in which they propose to amend the motion. The mover of an amendment shall not be entitled to reply, except with the Chair's permission. The motion in its finally amended form will then be voted on.

105. Every resolution submitted to a Meeting shall be decided by a show of hands, unless a poll is demanded by at least ten voting members or by the Chair. In the case of an equality of votes the Chair shall have a casting vote in addition to the vote to which s/he may be entitled as a Member. Every voting Member shall have one vote and no more.

(a) Ordinary Resolutions shall be deemed passed by a simple majority of voting Members

(b) Constitutional Resolutions shall be deemed passed by a majority of two thirds of voting Members.

105 (a). The Board shall update members in writing as to the progress or outcome of all resolutions passed by the Meeting as soon as practicable and no later than 6 months from the date of the Meeting, with regular updates until concluded.

106. No voting Member shall be entitled to vote if his/her subscription is in arrear for the space of more than three months.

107. The Company Secretary shall have available a list of those voting by proxy available at the meeting.

108. No person present shall exercise more than one vote. In the case of proxy voters, no person shall be entitled to cast more than five proxy votes in addition to his/her own vote.

109. Two tellers shall be elected at each General Meeting of the Company.

110. At any General Meeting, a declaration by the chair that a Resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minutes of the proceedings of the Company, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such Resolution.

111. (a) The notice specified in Article 91 of these Articles shall include:

- (i) an application form to appoint a proxy;
- (ii) a mandate form for the applicant for the proxy vote to complete and give to the person appointed to act as their proxy;
- (iii) instructions on how, when and where to return the application and mandate forms.

(b) Any instrument appointing a proxy may be printed, electronic or in writing and shall be as nearly as may be in the following form:

IMA 1 (*name*)
of (*Registered address*)

being a voting Member of the above Company hereby appoint (*name*)
of (*address*)

whom failing (*name of 2nd choice*) of (*address*)

as my proxy to vote for me and on my behalf at the Ordinary or Extraordinary General Meeting of the Company to be held on the dd day of mm of yyyy and at any adjournment thereof.

OR I give permission for the Board of Trustees to appoint a proxy.
(Cross out whichever statement is inapplicable)

AS WITNESS my hand this day of month 20

c) Applications which do not contain this information will be null and void. The proxy must be a voting Member of the Company attending the General Meeting concerned. Should the nominated proxy not attend the General Meeting, the Chair of the Company shall nominate another voting Member of the Company present at the Meeting to act as the applicant's proxy. Should the applicant

attend the General Meeting after registering for a proxy vote, s/he may vote in person and the proxy vote will be null and void.

d) Applications must be returned to the Company's Company Secretary by 5pm on a day which is 2 working days preceding the General Meeting in question. Applications may be sent either by post or by facsimile transmission or by e-mail.

e) The mandate form will allow the applicant to specify to his/her proxy either how to vote on each individual motion or to vote according to their discretion. The mandate form will also permit the applicant to specify to his/her proxy whether to abstain or to use personal discretion on any amendments to resolutions or emergency resolutions at the General Meeting.

(f) It is the responsibility of the applicant alone to ensure that the application form reaches the Company Secretary on time and that his/her proxy has a completed mandate form. Should the proxy not receive the mandate form before the General Meeting, s/he can use her/his discretion to cast the applicant's proxy vote.

112. No person shall act as proxy unless s/he is a voting member of the Company, and the instrument appointing him/her shall be deposited with the Company Secretary of the Company by 5 p.m. on a day which is 3 working days preceding the holding of the Meeting at which s/he proposes to vote.

113. The chair of a General Meeting may with the consent of the Meeting adjourn the same from time to time and from place to place, but no business shall be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

MINUTES

114. The Board of Trustees shall cause Minutes to be duly entered in books provided for the purpose:

(a) Of the names of the Members of the General Meeting present at each General Meeting.

(b) Of all resolutions and proceedings of General Meetings.

And any such Minutes, if purporting to be signed by the Chair of the next succeeding General Meeting, shall be receivable as prima facie evidence of the matter stated in such Minutes.

115. The Company Secretary, shall circulate minutes of the previous year's General Meeting not less than 14 days before the date of the current year's General Meeting, and present a copy for signature by the Chair if approved as a correct record.

ACCOUNTS

116. The Board of Trustees shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure takes place, and of the assets, credits and liabilities of the Company.

117. The books of account shall be kept at the office or at such other place or places as the Board of Trustees think fit.

118. The Board of Trustees shall from time to time determine whether and to what extent, and at what times and places, and under what conditions or regulations, the accounts and books of the Company or any of them shall be open to the inspection of the members.

119. At the Ordinary Meeting in each year, the Board of Trustees shall lay before the Company the Audited Accounts for the year ended on the previous December

120. Every set of Audited Accounts shall be accompanied by a report of the Board of Trustees as to the state and condition of the Company.

121. A copy of every set of Audited Accounts (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting together with a copy of the Auditor's report shall not less than seven days previously to the meeting be served on every person entitled to receive notices of General Meetings of the Company in such manner in which notices are hereinafter to be served.

AUDIT

122. The Honorary Treasurer of the Company shall keep true accounts of all money received and expended by the Company and of the matters in respect of which such receipts and expenditure take place and of the properties, credits and liabilities of the Company.

123. The Honorary Treasurer shall cause accounts to be made up once in each year and submit them to the Auditor(s) appointed by the Company together with all vouchers and receipts and any other information required by them. A copy of the audited accounts shall be sent to each member of the Company together with his/her notice of the Annual General Meeting. The audited accounts shall be submitted to the membership at the Annual General Meeting.

124. A bank account shall be maintained in the Company's name. The persons authorised to sign cheques on behalf of the Association are the Honorary

Treasurer, any members of the Company's staff nominated by the Committee and one or two members nominated by the Board of Trustees.

125. The books of accounts shall be kept by the Honorary Treasurer and shall be available for inspection by members by prior notice of at least 28 days to the Honorary Treasurer.

126. Once at least in every year, the accounts of the Company shall be examined and the correctness of the Balance Sheet ascertained by one or more Auditor or Auditors

127. Auditors shall be appointed and their duties regulated in accordance with Sections 384 to 394A inclusive of the Act.

128. The Balance Sheet shall be signed on behalf of the Board of Trustees by two Members of the Board of Trustees of the Company and the Auditor's report shall be attached to the Balance Sheet or there shall be inserted at the foot of the Balance Sheet a reference to the report and the report shall be read before the Company in General Meeting and shall be open to inspection by any member.

NOTICES

129. A notice may be served by the Company upon any member either personally or by sending it through the post in a prepaid envelope or wrapper or by e-mail, addressed to such member at his/her registered place of address.

130. Any notice sent by post shall be deemed to have been served two days following that on which the envelope or wrapper containing the same is posted, and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and posted. A certificate in writing signed by any manager, employee or other officer of the Company that the envelope or wrapper containing the notice was so addressed and posted, shall be conclusive evidence thereof.

131. The signature of any notice to be given by the Company may be written or printed.

WINDING UP

132. On the winding-up and dissolution of the Company the provisions of the Memorandum of Association shall have effect as if repeated in these Articles.

Name, Addresses and Occupation of the Subscribers

Simon Bolton	36 Selborne Street Blackburn Lancashire BB2 2SN	Caseworker (Money Advice)
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Richard Bickerdicke	18 Springhurst Road Shipley Bradford West Yorkshire BD18 3DW	Not Applicable
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David Hawkes	54 Alstone Lane Cheltenham Gloucestershire GL51 8AE	Manager
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DATED this .Thursday the Twentieth of January 2005

WITNESS to the above signatures:-

James G Collins	Apt 4 8 Vittoria Walk Cheltenham Gloucestershire GL50 1TW	Public Relations Consultant
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