

COMPANIES ACTS 1985 – 1989
COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL
COMPANY NUMBER 2966505

ARTICLES OF ASSOCIATION
(amended by special resolution on 9.12. 1998, 1.12. 2000, 9.12. 2002, 5.12. 2005,
8.5.2006, 11.9.2006 and 17.3.2008)
of
ASSOCIATION OF PROFESSIONAL POLITICAL CONSULTANTS
Incorporated 5 September 1994

INTERPRETATION

1. In these Articles:
 - “THE ACT” means the Companies Acts 1985-1989 including any statutory modification or re-enactment thereof for the time being in force
 - “THE ASSOCIATION” means the above named Association
 - “THE ARTICLES” means the Articles of Association of the Association
 - “THE CHAIRMAN” means the chairman of the management committee
 - “THE CODE” means any Code of Conduct established by the management committee and agreed by resolution
 - “CLEAR DAYS” in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it takes effect
 - “EXECUTED” includes any mode of execution
 - “THE MEMORANDUM” means the Memorandum of Association of the Association
 - “THE OFFICE” means the registered office of the Association
 - “THE SEAL” means the common seal of the Association
 - “THE SECRETARY” means the secretary of the Association or any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary
 - “THE UNITED KINGDOM” means Great Britain and Northern Ireland

Words importing the singular number only shall include the plural number, and vice versa
Words importing the masculine gender only shall include the feminine gender
Words importing persons shall include bodies of persons whether incorporated or unincorporated

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

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

MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as are admitted to membership in accordance with the Articles shall be members of the Association.
4. Members of the Association shall be entitled to describe themselves as a “Member of the Association of Professional Political Consultants” in their literature and stationery.
5. It shall be the duty of every member to give such information as the management committee may from time to time require in connection with the member’s business, including but not limited to the following:
 - 5.1 Members will be required to send revised details referred to in Article 10.2 at times determined by the Management Committee.
 - 5.2 Members will be required to provide at the end of May in every calendar year a statement of compliance with the principles of professional practice promulgated in the Association’s code of conduct.
6. Membership of the Association shall not be transferable.

7. Membership certificates issued to members shall remain the property of the Association.

ASSOCIATE MEMBERS

8. It shall be lawful for the Management Committee to provide for the admission of such persons as they may think fit to be friends or associates of the Association and for the rights duties and liabilities (if any) of such friends or associates; but so that such persons shall not by virtue of being friends or associates as aforesaid be members of the Association and their rights (if any) shall not include a right to speak or vote at general meetings of the Association. The secretary shall keep an accurate register of such friends or associates of the Association.

ELIGIBILITY FOR MEMBERSHIP

9. The right to apply for membership of the Association shall be open to any sole practitioner, partnership or company (including subsidiaries or divisions of companies) which either:
- a) Holds itself out as offering consultancy services (meaning any advice, representation, research, monitoring or administrative assistance) predominantly related to institutions of United Kingdom central and local government and/or other public bodies; or
 - b) Undertakes work of an advisory nature related to institutions of United Kingdom central and local government and/or other public bodies;
- whether such activities are the principal business undertaken by that person or are ancillary or incidental to any other business undertaken by them provided that such work is undertaken for third parties for commercial gain.

ADMISSION TO MEMBERSHIP

10. A person as defined in Article 9. wishing to apply for membership of the Association under Article 3. shall:
- 10.1 Submit an application on a form to be supplied by the Association and which shall include an undertaking that the sole practitioner, partnership or company, their employees and non-executive consultants will abide by its regulations and any code or standards of professional conduct from time to time established or prescribed under the terms of the Memorandum or Articles; and
 - 10.2 Provide in addition to any other information:
 - a) addresses of UK and (where applicable) international offices from which consultancy or advisory services are carried out;
 - b) names of all staff who are carrying out or who have carried out consultancy or advisory services for the applicant in the United Kingdom (and elsewhere where applicable) during the relevant period;
 - c) names of clients for whom consultancy or advisory services have been provided in the United Kingdom (and elsewhere where applicable) during the six months prior to registration, subject to prior notification to clients of this requirement;
 - d) all advertising and promotional material (whether in printed or electronic form) produced by the applicant during the six months prior to registration or which is in use by the applicant as at the date of registration and which make claims about its services;
 - e) any other information which the management committee shall require in order to consider the application.
11. The management committee or duly authorised committee of the management committee shall vote upon each name submitted to it and acceptance shall be given by a resolution passed by a majority of the members present of the management committee or such duly authorised committee of the management committee.
12. Admission to membership shall be at the sole discretion of the management committee or such duly authorised committee of the management committee. The management committee shall decline admission where there are reasonable grounds to believe that the applicant has brought discredit upon the profession.
- 13.1 In the event of acceptance by the management committee the person concerned shall be deemed to become a member on the day of the management committee meeting on which his application for such membership is accepted.
 - 13.2 In the event of acceptance by a duly authorised committee of the management committee then such decision shall be circulated to the remaining members of the management committee who shall be

allowed ten days from receipt of such decision to make an objection and in the event of any such objection being made then the application shall be referred to the management committee together with details of the objection to be considered as if it were a new application.

SUBSCRIPTIONS

14. Annual subscriptions shall be determined by the management committee, who shall review them annually. Any decision to change the subscription rates must be taken by a majority of those present.
- 15.1 If for any year there is an excess of expenditure over income the management committee may in its absolute discretion resolve that every member who has been a member for any part of that year shall be called upon to pay an additional subscription for that year. Provided that such expenditure shall have been incurred in carrying out activities consistent with the objectives of the Association but not foreseen in the annual review of subscription rates.
- 15.2 Unless the context requires otherwise the word “subscription” shall include any additional subscription payable under this Article.
16. The management committee may in their absolute discretion waive payment wholly or in part of annual membership subscriptions where they think fit to do so or reimburse wholly or in part such subscriptions.

TERMINATION OF MEMBERSHIP

17. A member may resign from the Association by giving at least two clear days’ notice to the Association, but such resignation shall not give rise to a right to reimbursement of any annual subscription paid by the resigning member.
- 18.1 A member’s membership may be terminated by the management committee on the recommendation of the professional practices panel constituted as provided by Article 91 having investigated and determined a complaint in accordance with disciplinary rules and procedures made by the management committee.
- 18.2 If a member wishes to resign his membership of the Association when a complaint against him has been received by the secretary, his resignation will not become effective until such complaint has been disposed of.
19. Membership of the Association may be terminated if any member:
 - a) Fails to pay the correct annual subscription to the Association within three months after it becomes due following notification by post to the member's last registered address; or
 - b) Fails to provide within two months of final notification (being not earlier than a date determined by the management committee) the information required under Article 102; or
 - c) Fails to provide within two months of final notification (being not earlier than 1st June) the statement of compliance required under Article 98 ; or
 - d) Shall fail to comply with any provisions of these Articles or of any regulations made hereunder; or
 - e) Is convicted of any criminal act; or
 - f) Fails to satisfy a judgment debt; or
 - g) Makes any voluntary arrangement with its creditors or becomes subject to an administration order or (being an individual or firm) becomes bankrupt or (being a company) goes into liquidation (otherwise than for the purposes of amalgamation or reconstruction); or
 - h) Has an encumbrancer take possession, or a receiver appointed, of any of its property or assets; or
 - i) Ceases, or threatens to cease, to carry on business; or
 - j) In the reasonable opinion of the Association, is likely to be subject to any of the above mentioned events.
- 20.1 Membership may be terminated provided that not less than three-fourths of the members of the management committee present at the meeting vote in favour of such termination, the quorum of such meeting being two-thirds of the management committee membership. Provided that no such resolution shall be effective unless it is passed by a meeting of the management committee at which the member shall have been given reasonable opportunity to speak on his own behalf.

- 20.2 The secretary shall notify such member of the decision of the management committee and remove the name of the member from the register of members.

GENERAL MEETINGS

21. The Association shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting in each year shall be held at such time and place as the management committee shall appoint.
24. All general meetings other than annual general meetings shall be called extraordinary general meetings.
25. The management committee may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient members of the management committee to call a general meeting, any member of the management committee or any member of the Association may call a general meeting.

NOTICE OF GENERAL MEETINGS

26. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution or a resolution appointing a person as a director shall be called by at least 21 clear days' notice. All other extraordinary general meetings shall be called by at least 21 clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- a) In the case of an annual general meeting, by all the members entitled to attend and vote thereat; and
 - b) In the case of any other meeting by a majority in number of the members having a right to attend and vote together holding not less than 95 per cent of the total voting rights at the meeting of all the members.
27. The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
28. The notice shall be given to all the members and to the management committee and auditors.
29. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

PROCEEDINGS AT GENERAL MEETINGS

- 30.1 No business shall be transacted at any meeting unless a quorum is present. Five persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation or a partnership, shall be a quorum.
- 30.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to be reconvened on short notice for the same day in the next week at the same time and place or to such other time as the management committee may determine.
- 31.1 The chairman, if any, of the management committee or in his absence some other member of the management committee nominated by the management committee shall preside as chairman of the meeting, but if neither the chairman nor such other member of the management committee (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the members of the management committee present shall elect one of their number to be chairman and, if there is only one member of the management committee present and willing to act, he shall be chairman.
- 31.2 If no member of the management committee is willing to act as chairman, or if no member of the management committee is present within 15 minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be chairman.
32. A member of the management committee shall, notwithstanding that he is not a member of the Association, be entitled to attend and speak at any general meeting.

33. The chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
34. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
- a) by the chairman; or
 - b) by at least two members having the right to vote at the meeting; or
 - c) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting;
- and a demand by a person as proxy for a member shall be the same as a demand by the member.
35. Unless a poll is duly demanded a declaration by the chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
36. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
37. A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
38. A poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
39. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
40. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
41. A resolution in writing executed by or on behalf of each member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

VOTES OF MEMBERS

42. On a show of hands every member present in person shall have one vote. On a poll every member present in person or by proxy shall have one vote.
43. A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the management committee of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is

specified in accordance with the Articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.

- 44.1 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 44.2 No member shall be entitled to vote at any general meeting of the Association unless all monies presently payable by the member have been paid to the Association. The decision of the chairman of the meeting shall be conclusive as to whether a member is so entitled to vote.
45. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in any form which is usual or which the management committee may approve. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in an appropriate form.
46. The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the management committee may:
- a) be deposited at the office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or
 - c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any member of the management committee;
- and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
47. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Association at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

MEMBERS ACTING BY REPRESENTATIVE AT GENERAL MEETINGS

48. A member shall be invited to nominate a person to act as its representative in the manner provided in section 375 of the Act. Such representative shall have the right on behalf of the member to attend general meetings of the Association and, if so qualified, vote thereat, and generally exercise all rights of membership on behalf of the member. A member may from time to time revoke the nomination of such representative, and nominate another representative in his place. All such nominations and revocations shall be made in writing to the secretary.

NUMBER OF MEMBERS OF THE MANAGEMENT COMMITTEE

- 49.1 Unless otherwise determined by ordinary resolution, the maximum number of members of the management committee (other than alternate members of the management committee) shall be eight and the minimum number of members of the management committee shall be three.
- 49.2 The Chairman shall be, and any past Chairman may be, a supernumerary member of the management committee ex officio.
- 49.3 A representative may be appointed by the members of the Association in Scotland who shall be a supernumerary member of the management committee.

ALTERNATE MEMBERS OF THE MANAGEMENT COMMITTEE

50. Any member of the management committee (other than an alternate member of the management committee) may appoint any other member of the management committee, or any other person approved by resolution of the management committee and willing to act, to be an alternate member of the management committee and may remove from office an alternate member of the management committee so appointed by him.
51. An alternate member of the management committee shall be entitled to receive notice of all meetings of the management committee and of all meetings of committees of the management committee of which his appointer is a member, to attend and vote at any such meeting at which the member of the member of the management committee appointing him is not personally present and generally to perform all the functions of his appointer as a member of the management committee in his absence but shall not be entitled to receive any remuneration from the Association for his services as an alternate member of the management committee. But it shall not be necessary to give notice of such a meeting to an alternate member of the management committee who is absent from the United Kingdom.
52. An alternate member of the management committee shall cease to be an alternate member of the management committee if his appointer ceases to be a member of the management committee; but, if a member of the management committee retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate member of the management committee made by him which was in force immediately prior to his retirement shall continue after his re-appointment.
53. Any appointment or removal of an alternate member of the management committee shall be by notice to the Association signed by the member of the management committee making or revoking the appointment or in any other manner approved by the management committee.
54. Save as otherwise provided in the Articles, an alternate member of the management committee shall be deemed for all purposes to be a member of the management committee and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the member of the management committee appointing him.

CO-OPTED MEMBERS OF THE MANAGEMENT COMMITTEE

- 55.1 Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to act to be a member of the management committee either to fill a vacancy or as an additional member of the management committee.
- 55.2 The management committee may appoint a person who is willing to act to be a member of the management committee, either to fill a vacancy or as an additional member of the management committee, provided that the appointment does not cause the number of members of the management committee to exceed any number fixed by or in accordance with the Articles as the maximum number of members of the management committee.
56. A member of the management committee so appointed shall hold office only until the next following annual general meeting. If not re-appointed at such annual general meeting, he shall vacate his office at the conclusion thereof.

OBSERVERS

- 57.1 The Association may by ordinary resolution appoint a person who is willing to act to be an observer at the meetings of the management committee, supernumerary to the number of members of the management committee.
- 57.2 The management committee may appoint a person who is willing to act to be an observer at the meetings of the management committee, supernumerary to the number of members of the management committee.
58. Any person so appointed by either the Association or the management committee shall hold office only until the next following annual general meeting.
59. Any person so appointed by either the Association or the management committee shall have no right to vote at any meeting of the Association unless otherwise qualified to do so.

**APPOINTMENT AND RETIREMENT OF
MEMBERS OF THE MANAGEMENT COMMITTEE**

60. a) At every annual general meeting all members of the management committee shall retire from office.
b) In the event of there being more than eight nominations for membership of the management committee, a ballot will be held at the Annual General Meeting and the eight candidates receiving the most votes shall be declared elected.
c) In the event of a ballot being required, ballot papers shall be sent to all members before the meeting and members not attending the meeting will be able to vote by returning a completed ballot paper to the secretary before the meeting.
d) In the event of there being two or more nominations for the eighth seat on the management committee, an eliminating ballot between those two or more candidates only will be held and the candidate receiving the most votes in the eliminating ballot shall be declared elected.
e) In the event of an equality of votes for first place between two or more candidates in the eliminating ballot, those candidates only shall be entered into a final eliminating ballot. The candidate receiving the most votes in the eliminating ballot shall be declared elected.
f) In the event of an equality of votes on the final ballot, the eighth member shall be chosen by lot.
61. If the Association, at the meeting at which a member of the management committee retires by rotation, does not fill the vacancy the retiring member of the management committee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the member of the management committee is put to the meeting and lost.
- 62.1 Subject as aforesaid, a member of the management committee who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.
- 62.2 a) A member of the management committee retiring at the end of his first period of office shall be eligible for re-election for up to four further consecutive periods of office but then shall not be eligible for re-election until a further two years have expired.
b) The provision at Article 62.2a) shall not apply to ex officio members of the management committee, nor shall any period of membership of the management committee as an ex officio member be counted towards the maximum period of office.
c) The provision in Article 62.2a) shall not apply to former Chairmen of the Association.
63. No person other than a member of the management committee retiring by rotation shall be appointed or re-appointed a member of the management committee at any general meeting unless:
a) he is recommended by the management committee; or
b) not less than 14 nor more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or re-appointment together with notice executed by that person of his willingness to be appointed or re-appointed.
64. Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a member of the management committee retiring by rotation at the meeting) who is recommended by the members of the management committee for appointment or re-appointment as a member of the management committee at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or re-appointment as a member of the management committee.

**DISQUALIFICATION AND REMOVAL OF
MEMBERS OF THE MANAGEMENT COMMITTEE**

65. The office of a member of the management committee shall be vacated if:
a) he ceases to be a member of the management committee by virtue of any provision of the Act or he becomes prohibited by law from being a member of the management committee; or
b) he becomes bankrupt or makes any arrangement or composition with his creditors generally;
or
c) in the opinion of the management committee, becomes incapable by reason of mental disorder of discharging his duties as a member of the management committee; or

- d) he resigns his office by notice to the Association; or
- e) he shall have been absent without the permission of the management committee from three consecutive meetings of the management committee and the management committee resolve that his office be vacated; or
- f) he or any company or partnership employing him or otherwise retaining his services has its membership of the Association terminated for whatever reason; or
- g) he is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by section 317 of the Act; or
- h) he is removed from office by a resolution of the management committee approved by three-quarters of those attending and voting at a meeting of the management committee specially convened for the purpose and at which the member in question has been given reasonable opportunity of speaking on his behalf. The member in question shall not be entitled to vote on such resolution.
- i) he is no longer employed or otherwise retained by any company or partnership in membership of the Association.

66. The Association may by ordinary resolution, of which special notice has been given in accordance with section 379 of the Act, remove any member of the management committee notwithstanding anything in these Articles or in any agreement between the Association and such member. Such removal shall be without prejudice to any claim such member may have for damages for breach of any contract of service between him and the Association. Section 293 of the Act shall not apply to the Association.

REMUNERATION OF MEMBERS OF THE MANAGEMENT COMMITTEE

67. The provisions of the Memorandum of Association as to the remuneration of the management committee shall apply.
68. The management committee may be paid all travelling, hotel, and other expenses properly incurred by them in connection with their attendance at meetings of the management committee or committee of the management committee or general meetings or otherwise in connection with the discharge of their duties.

POWERS OF THE MANAGEMENT COMMITTEE

69. Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the management committee who may exercise all the powers of the Association. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the management committee which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the management committee by the Articles and a meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.
70. The management committee may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

DELEGATION OF POWERS OF THE MANAGEMENT COMMITTEE

71. The management committee may delegate any of its powers to any committee consisting of three or more members of the management committee or other persons. Any such delegation may be made subject to any conditions the management committee may impose, and either collaterally with or to the exclusion of their own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a committee with three or more members shall be governed by the Articles regulating the proceedings of the management committee so far as they are capable of applying.

PROCEEDINGS OF THE MANAGEMENT COMMITTEE

72. Subject to the provisions of the Articles, the management committee may regulate their proceedings as they think fit. A member of the management committee may, and the secretary at the request of a member of the management committee shall, call a meeting of the management committee. It shall not be necessary to give notice of a meeting to a member of the management committee who is absent from the United Kingdom.

73. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A member of the management committee who is also an alternate member of the management committee shall be entitled in the absence of his appointer to a separate vote on behalf of his appointer in addition to his own vote.
74. The quorum for the transaction of the business of the management committee may be fixed by the management committee and unless so fixed at any other number shall be three. A person who holds office only as an alternate member of the management committee shall, if his appointer is not present, be counted in the quorum.
75. The continuing members of the management committee or a sole continuing member of the management committee may act notwithstanding any vacancies in their number, but, if the number of members of the management committee is less than the number fixed as the quorum, the continuing members of the management committee may act only for the purpose of filling vacancies or of calling a general meeting.
76. All acts done by a meeting of the management committee, or of a committee of the management committee, or by a person acting as a member of the management committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any member of the management committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the management committee and had been entitled to vote.
77. A resolution in writing signed by all the members of the management committee entitled to receive notice of a meeting of the management committee or of a committee of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee as (as the case may be) a committee of the management committee duly convened and held and may consist of several documents in the like form each signed by one or more members of the management committee; but a resolution signed by an alternate member of the management committee need not also be signed by his appointer and, if it is signed by a member of the management committee who has appointed an alternate member of the management committee, it need not be signed by the alternate member of the management committee in that capacity.
78. A member of the management committee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
79. The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a member of the management committee from voting at a meeting of the management committee or of a committee of the management committee.
80. If a question arises at a meeting of the management committee or of a committee of the management committee as to the right of a member of the management committee to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member of the management committee other than himself shall be final and conclusive.
81. Save as otherwise provided by the Articles, a member of the management committee shall not vote at a meeting of management committee or of a committee of the management committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs:
- a) the resolution relates to the giving to him of a guarantee, security or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of, the Association;
 - b) the resolution relates to the giving to a third party of a guarantee, security or indemnity in respect of an obligation of the Association for which the member of the management committee has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;
82. For the purposes of this regulation, an interest of a member employing or retaining the services of a member of the management committee or of which he is a director, as well as an interest of any person

who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Association), connected with a member of the management committee shall be treated as an interest of the member of the management committee and, in relation to an alternate member of the management committee, an interest of his appointer shall be treated as an interest of the alternate member of the management committee without prejudice to any interest which the alternate member of the management committee has otherwise.

APPOINTMENTS AND INTERESTS OF MEMBERS OF THE MANAGEMENT COMMITTEE

83. A member of the management committee may not be a party to, or otherwise be interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested. Provided that an interest of which a member of the management committee has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

THE CHAIRMAN

- 84.1 At each Annual General Meeting of the Association the members of the Association shall appoint by ordinary resolution a person to be the chairman of the management committee to hold office until the conclusion of the next following Annual General Meeting.
- 84.2 In the event of there being more than one nomination for the chairmanship, a ballot will be held at the Annual General Meeting and the candidate receiving the most votes shall be declared the chairman.
- 84.3 In the event of there being more than two nominations for the chairmanship, an eliminating ballot will be held at the Annual General Meeting and the candidate receiving the most votes in successive ballots shall be declared the chairman. In the event of an equality of votes on the final ballot, the chairmanship shall be chosen by lot.
- 84.4 In the event that the person appointed as chairman has also been nominated for membership of the management committee, the latter nomination shall lapse.
- 84.5 In the event of a ballot being required, ballot papers shall be sent to all members before the meeting and members not attending the meeting will be able to vote by returning a completed ballot paper to the secretary before the meeting.
85. No person other than the retiring chairman shall be appointed or re-appointed as chairman unless:
- a) he is recommended by the management committee; or
 - b) not less than 14 nor more than 35 clear days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or re-appointment together with notice executed by that person of his willingness to be appointed or re-appointed.
86. Not less than seven nor more than 28 clear days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a chairman retiring at the meeting) who is recommended by the members of the management committee for appointment or re-appointment as chairman at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or re-appointment as a member of the management committee.
87. A chairman retiring at the end of his first period of office shall be eligible for re-election for one further consecutive period of office but then shall not be eligible for re-election until a further two years have expired.
88. Where a vacancy occurs in the office of chairman the Association shall elect another person to be chairman to hold office for the remainder of his predecessor's period of office and such period shall not be counted against any further period of election under this Article.
89. Unless he is unable to do so the chairman shall during the term of his office preside at every meeting of the management committee at which he is present. But if there is no member of the management committee holding that office, or if the member of the management committee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the members of the management committee present may appoint one of their number to be chairman of the meeting.

- 90.1 A retiring Chairman shall become the Deputy Chairman of the Association until the Annual General Meeting following his retirement.
- 90.2 At the Annual General Meeting in 2009 and every other year thereafter the members of the Association shall appoint by ordinary resolution a person to be the Deputy Chairman of the management committee to hold office until the conclusion of the next following Annual General Meeting.
- 90.3 The procedures for the appointment of the Deputy Chairman in Articles 84, 85, 86 and 88 shall be the same as those for the Chairman *mutatis mutandis*.

PROFESSIONAL PRACTICES PANEL

- 91.1 The management committee shall appoint a professional practices panel. Unless otherwise determined, the panel will consist of three persons, each from outside the profession and appointed on the basis of their knowledge and reputation, assisted by the secretary of the Association.
- 91.2 The management committee shall have power from time to time to remove any member from or fill any vacancy in or increase the number of the members of the professional practices panel.
- 91.3 The management committee may appoint the members of the professional practices panel at such remuneration and upon such conditions as they may think fit.
92. The professional practices panel shall make determinations and order on all matters set out in the complaints, arbitration and disciplinary rules and procedures made by the management committee. The professional practices panel shall also deal with such other business as may be referred to it in accordance with these Articles and by the secretary or chairman.

DISCIPLINARY POWERS

93. The management committee shall be required to make disciplinary rules and procedures for the members of the Association in accordance with Article 95.
94. A professional practices panel constituted as provided by Article 91 shall be empowered to:
- a) warn or reprimand a member, to suspend the membership of a member, or to require remedial action from a member whom the panel deems to have acted in breach of disciplinary rules made by the management committee.
 - b) recommend to the management committee the termination of a member's membership in accordance with Article 20.
95. When a complaint is made this shall be in accordance with the rules made from time to time by the management committee pursuant to Article 93 and, in addition to any member whose act or conduct is the subject of a complaint, any complainant shall confirm in writing that it will submit to and be bound by those rules.

REGULATIONS

- 96.1 Subject as hereafter provided the management committee shall have power to make regulations on all matters not provided for in these Articles and to do all such things which it may deem necessary for attaining the objects of the Association, provided that no regulation shall have effect to the extent that it is inconsistent with the Memorandum or Articles.
- 96.2 All regulations shall be published to members within 30 days of being made. The management committee may in like manner and upon the publication thereof alter or revoke any regulation. Notwithstanding the power conferred by this Article the Association by special resolution may alter or revoke any regulation without prejudice to any act or thing already done pursuant thereto.

CODE OF CONDUCT

97. The management committee shall be required to establish or prescribe a code of conduct for members of the Association pursuant to clause 3.2.1 of the Memorandum.

STATEMENT OF COMPLIANCE WITH THE CODE OF CONDUCT

98. Members will be required to provide at the end of May in every calendar year a statement of compliance with the Association's code of conduct and with the following principles of professional practice:
- a) that the Association's code of conduct should form part of any contract of employment; and

- b) that the code of conduct should be included in members' staff handbooks or equivalent documents; and
 - c) that induction and training of staff should cover compliance with the code; and
 - d) that all advice, proposals and presentations to clients and to institutions of government should be authorised at an appropriate level in the company; and
 - e) that clients should be notified that the member is bound by the code of conduct and that it can be sent on request; and
 - f) that a senior executive in every member company should be responsible for compliance with the code; and
- such other information as the management committee may reasonably require.

99. A member's membership may be suspended if the statement of compliance is not supplied to the Association by 1st August in each calendar year.

REGISTER

100. The management committee shall maintain (in addition to the register kept pursuant to Section 110 of the Act) a register of all members for the benefit of consumers and the institutions of government.

101. The register shall be revised at least twice in every calendar year, with copies being sent to the House of Commons Registry of Members' Interests and the Cabinet Office as well as to all members of the Association. Additional copies will be available from the secretary.

102. The register will contain the following information in relation to each member, and members are required to send revised details at the times determined by the management committee:

- a) addresses of UK and (where applicable) names of other countries in which the member's consultancy or advisory services are carried out;
- b) names of all staff who are carrying out or who have carried out consultancy or advisory services for the member in the United Kingdom (and elsewhere where applicable) during the relevant period;
- c) names of clients for whom consultancy or advisory services have been provided in the United Kingdom (and elsewhere where applicable) during the relevant period.

103. A member's membership may be suspended if the information required under this Article is not supplied to the Association by the dates determined by the management committee.

SECRETARY

104. Subject to the provisions of the Act and to the Memorandum and the Articles, the management committee shall appoint a secretary and shall have power to appoint such other officers and employees as it may think fit for such term, at such remuneration and upon such conditions as they may think fit; and any secretary or other officers or employees so appointed may be removed by them.

MINUTES

105. The management committee shall cause minutes to be made in books kept for the purpose:

- a) of all appointments of officers made by the management committee; and
- b) of all proceedings at meetings of the Association, and of the management committee, and of committees of the management committee, including the names of the members of the management committee present at each such meeting.

ACCOUNTS

106. The management committee shall cause accounting records to be kept in accordance with sections 221 – 222 of the Act.

107. No member shall (as such) have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the management committee or by ordinary resolution of the Association.

NOTICES

108. Any notice to be given to or by any person pursuant to the Articles shall be in writing except that a notice calling a meeting of the management committee need not be in writing.

109. The Association may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address. A

member whose registered address is not within the United Kingdom and who gives to the Association an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Association.

110. A member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
111. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

WINDING UP

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

INDEMNITY

113. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the management committee may otherwise be entitled, every member of the management committee or other officer or auditor of the Association shall be indemnified out of the assets of the Association against any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.
114. The Association may purchase and maintain for any member of the management committee or other officer of the Association insurance against any liability which by virtue of any rule of law would otherwise attach to him in respect of negligence, default, breach of duty or breach of trust of which he may be guilty in relation to the Association.