

**THE COMPANIES ACTS 1985 AND 1989
COMPANY LIMITED BY GUARANTEE**

**Memorandum of Association of
The Gemmological Association of Great Britain**

1. The company's name is: The Gemmological Association of Great Britain hereinafter referred to as 'The Charity'.
2. The Charity's registered office is to be situated in England.
3. The Charity's objects (the Objects) are to advance the art and science of gemmology in particular by education and training. In this Memorandum and Articles of Association, the expression 'Gemmology' shall include matters concerned with precious gem materials and the decorative and industrial arts which employ them.
4. (1) In furtherance of its objects (but not further or otherwise and only to the extent to which the same may lawfully be exercised by a body having exclusively charitable objects) the Charity shall, subject to this Memorandum and Articles of Association, have the following powers:
 - (a) to establish and maintain appropriate standards of education and experience for persons engaged in the profession of Gemmology or entering upon courses of study in Gemmology and allied subjects; and to undertake, supervise or encourage the education and training in all matters relevant to the advancement of Gemmology of persons who are engaged in or likely to be engaged in the practice of Gemmology paying due regard to the provisions of courses of instruction by other organizations;
 - (b) to establish and maintain a sound ethical foundation for the practice of Gemmology; and to adopt any lawful means conducive to the maintenance of a high standard of professional skill and conduct amongst members of the Charity;
 - (c) to maintain for public inspection a register of persons qualified in Gemmology by admission to one of the classes of membership of the Charity and to enrol persons not so qualified in other classes;
 - (d) to promote the study of gemmology and in connection therewith to establish and control educational systems, to hold examinations and tests, to award prizes, diplomas, medals, certificates and scholarships, to found and maintain libraries, laboratories, and collections of gem materials, and to do anything that will further research and study of Gemmology;
 - (e) to promote, popularize, encourage, improve and elevate by advertisements, exhibitions and other lawful means of propaganda as may be thought fit, the study of Gemmology;
 - (f) to encourage groups of members of the Charity who wish to work together in any area or locality to further the objects of the Charity. Such groups will be subject to, and observe and act in conformity with, the by-laws of the Charity;
 - (g) to print, publish, sell, lend or distribute any books, journals, magazines or leaflets which the Charity may think desirable for the furtherance of its Objects;
 - (h) to develop, manufacture, sell and distribute any instrument which the Charity may think desirable for furtherance of Gemmology;
 - (i) to study and undertake research into all questions concerning Gemmology;
 - (j) to operate a gemmological testing laboratory and to charge fees to cover its

costs, subject to the limitation that such fees are not a significant portion of the Charity's turnover;

- (k) to negotiate with competent authorities on behalf of members any matters relating to customs tariffs and administration, postal regulations, commercial treaties and in similar matters;
- (l) to arrange for the appointment of arbitrators or referees in all questions gemmological submitted to it by the public;
- (m) to give advice to members and to monitor legislation (including the promotion of a Bill or Bills in Parliament) whether incidental to the powers aforesaid or not as may be requisite in order to further the objects of the Charity.
- (n) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (o) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (p) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity other than as stipulated in paragraph.(q). In exercising this power, the Charity must comply as appropriate with the Charities Acts;
- (q) to accept as gifts or bequests, specific collections of gemstones, mineral specimens, books or historical instruments for education purposes with the accompanying stipulation that they may not be sold, leased or otherwise disposed other than by donation or loan to another Charity or non-profit educational organization with similar aims, unless so ordered by the court or the Charity Commission;
- (r) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with the Charities Acts if it wishes to mortgage land;
- (s) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (t) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (u) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (v) to carry on any other trade or business which may seem to the Charity capable of being carried on in connection with the objects described in clause 4 or calculated directly or indirectly to enhance the value of any of the projects, assets or objects of the Charity;
- (w) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (x) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;
- (y) to:
 - (i) deposit or invest funds;
 - (ii) employ a professional fund-manager; and

- (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;
in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by statute;
 - (z) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in subclause (2) of this clause, but subject to the restrictions specified in subclause (3) of the clause;
 - (aa) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;
 - (bb) to do all such other lawful things as are necessary for the achievement of the Objects;
- (2) The liabilities referred to in paragraph 4(1)(z) are:
- (a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default, breach of duty or breach of trust of which he/she may be guilty in relation to the Charity;
 - (b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).
- (3) (a) The following liabilities are excluded from paragraph 4(2)(a)
- (i) fines;
 - (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
 - (iii) liabilities to the charity that result from conduct that the director or other officer knew or must be assumed to have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.
- (b) There is excluded from paragraph 4(2)(b) any liability to make such a contribution where the basis of the Director's liability is his/her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.
- 5 (1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.
- (2) (a) A Director is entitled to be reimbursed from the property of the Charity or may be paid out of such property reasonable expenses properly incurred by him when acting on behalf of the Charity.
- (b) Subject to the restrictions in subclauses 4(2) and 4(3), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.
- (3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:
- (a) a benefit from the Charity in the capacity of a beneficiary of the Charity;
 - (b) reasonable and proper remuneration for any goods or services supplied to the Charity.
- (4) No Director may:

- (a) buy any goods or services from the Charity, except at the same prices paid by the public;
- (b) sell goods, services or any interest in land to the Charity;
- (c) be employed by, or receive any remuneration from, the Charity;
- (d) receive any other financial benefit from the Charity;

unless:

- (a) the payment is permitted by subclause (5) of this clause and the Directors follow the procedure and observe the conditions set out in subclause (6) of this clause; or
 - (b) the Directors obtain the prior written approval of the Commission and fully comply with any procedures it prescribes.
- (5) (a) A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (b) A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.
- (c) A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2% per annum below the base rate of a clearing bank to be selected by the Directors.
- (d) A company of which a Director is a member may receive fees remuneration or other benefit in money or money's worth provided that the shares of the company are listed on a recognized stock exchange and the Director holds no more than 1% of the issued capital of that company.
- (e) A Director may receive rent for premises let by the Director to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
- (6) (a) The Charity and its Directors may only rely upon the authority provided by paragraph (5)(e) if each of the following conditions is satisfied:
- (i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
 - (ii) The Director is absent from the part of any meeting at which there is discussion of:
 - his employment or remuneration, or any matter concerning the contract; or
 - his performance in the employment, or his/her performance of the contract; or
 - any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him that would be permitted under subclause 5(5); or
 - any other matter relating to a payment or the conferring of any benefit permitted by subclause 5(5).
 - (iii) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
 - (iv) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against the disadvantages of doing so

(especially the loss of the Director's services as a result of dealing with the Director's conflict of interest).

(v) The reason for their decision is recorded by the Directors in the minute book.

(vi) A majority of the Directors then in office have received no such payments.

(b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

(i) a partner;

(ii) an employee;

(iii) a consultant;

(iv) a director; or

(v) a shareholder, unless the shares of the company are listed on a recognized stock exchange and the Director holds less than 1% of the issued capital.

(7) In subclauses of clause 5:

(a) 'Charity' shall include any company in which the Charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the Board of the company

(b) 'Director' shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his/her partner.

6. The liability of the members is limited.

7. Every member promises, if the Charity is dissolved while he/she is a member or within twelve months after he/she ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of him/her towards the payment of the debts and liabilities of the Charity incurred before he/she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

8. (1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects;

(2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

(a) directly for the Objects; or

(b) by transfer to any charity or charities for purposes similar to the Objects; or

(c) to any charity or charities for use for particular purposes that fall within the Objects.

- (3) In no circumstances shall the net assets of the charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

Signatures, Names and Addresses of Subscribers

1. Michael Richard Counsell
15 Pembroke Road
Bristol BS99 7DX
2. Christopher Charles Hadler
15 Pembroke Road
Bristol BS99 7DX

Dated: 15 August 1985

Witness to the above Signatures:

Name: Errol Sandiford
15 Pembroke Road
Bristol BS99 7DX

Articles of Association of The Gemmological Association of Great Britain

Interpretation

1. In these articles:

‘the Act’ means the relevant Companies Act;

‘address’ means a postal address or, for the purposes of electronic communication, a fax number, an e-mail address or a text message number in each case registered with the Charity;

‘the Charity’ means The Gemmological Association of Great Britain, the company intended to be regulated by these articles;

‘clear days’ in relation to the period of a notice means a 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 is to take effect;

‘the Commission’ means the Charity Commissioners for England and Wales;

‘the memorandum’ means the memorandum of association of the Charity;

‘officers’ includes the Council;

‘the seal’ means the common seal of the Charity;

‘the Council’ means the Board of Directors of the Charity. The directors are charity trustees as defined by the Charities Acts;

‘the United Kingdom’ means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Members

- 2 (1) The subscribers to the memorandum are the first members of the Charity.
- (2) Membership is open to other individuals or organizations who:
- (a) apply to the Charity in the form required by the Council; and
 - (b) are approved by the Council.
- (3) (a) The Council may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
- (b) The Council must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
- (c) The Council must consider any written representations the applicant may make about the decision. The Council’s decision following any written representations

must be notified to the applicant in writing but shall be final.

- (4) Membership is not transferable.
- (5) The Council must keep a register of names and addresses of the members.

Classes of Membership

- 3 (1) The Council may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- (2) The Council may not directly or indirectly alter the rights or obligations attached to a class of membership.
- (3) The rights attached to a class of membership may only be varied if either:
 - (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members agreeing to the variation.
- (4) The provisions in these articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

Termination of Membership

- 4 Membership is terminated if:
 - (1) the member dies or, if it is an organization, ceases to exist;
 - (2) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
 - (3) any sum due from the member to the Charity is not paid in full within six months of it falling due, except that the Council may by Bylaw(s) establish the period, not less than two months of it falling due, that a Member may be in Subscription arrear before being deemed to have resigned from Membership.
 - (4) the member is removed from membership by a resolution of the Council following the recommendation of a disciplinary committee that it is in the best interests of the Charity that his membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Council at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member's representative (who need not be a member of the Charity) has been allowed to make representations to the meeting.

General meetings

- 5 (1) Not more than fifteen months may elapse between successive annual general meetings.
- (2) All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 6 The Council may call an extraordinary general meeting at any time.

Notice of general meetings

- 7 (1) The minimum periods of notice required to hold a general meeting of the Charity are:
- eighty-four clear days for the date of an Annual General Meeting
 - twenty-one clear days for an Extraordinary General Meeting called for the passing of a special resolution;
 - fourteen clear days for all other Extraordinary General Meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed:
- in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - in the case of an extraordinary general meeting, by a majority in number of members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must so state.
- (4) The notice must be given to all the members and to the Council and auditors.
- 8 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.

Proceedings at general meetings

- 9 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum shall be:
- ten members entitled to vote upon the business to be conducted at the meeting; or
 - one tenth of the total membership at the time
- whichever is the lesser.
- (3) The authorized representative of a member organization shall be counted in the quorum;
- 10 (1) If:
- (a) a quorum is not present within half-an-hour from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present; the meeting shall be adjourned to such time and place as the Council shall determine.
- (2) The Council must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- 11 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the Council.
- (2) If there is no such person or he is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Council shall chair the meeting.

- (3) If there is only one Director present and willing to act, he shall chair the meeting.
 - (4) If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present and entitled to vote must choose one of their number to chair the meeting.
- 12
- (1) The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
 - (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
 - (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
 - (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date time and place of the meeting.
- 13
- (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded by any member present and entitled to vote.
 - (2)
 - (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
 - (b) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
 - (3)
 - (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
 - (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
 - (4)
 - (a) A poll must be taken as the person who is chairing the meeting directs, and who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
 - (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
 - (5)
 - (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
 - (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
 - (c) The poll must be taken within thirty days after it has been demanded.
 - (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
 - (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 14 If there is an equality of votes, whether on a show of hands or on a poll, the person who is chairing the meeting shall have a casting vote in addition to any other vote he may have.
- 15 A resolution in writing signed by each member (or in the case of a member that is an organization, by its authorized representative) who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective. It may comprise several copies each signed by or on behalf of one or more members.

Votes of members

- 16 (1) Subject to Articles 3 and 14 and the next paragraph, every member, whether an individual or an organization, shall have one vote.
- (2) No member shall be entitled to vote at any general meeting or at any adjourned meeting if he owes any money to the Charity.
- 17 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 18 (1) Any organization that is a member of the Charity may nominate any person to act as its representative at any meeting of the Charity.
- (2) The organization must give written notice to the Charity of the name of its representative. The nominee shall not be entitled to represent the organization at any meeting unless the notice has been received by the Charity. The nominee may continue to represent the organization until written notice to the contrary is received by the Charity.
- (3) Any notice given to the Charity will be conclusive evidence that the nominee is entitled to represent the organization or that his authority has been revoked. The Charity shall not be required to consider whether the nominee has been properly appointed by the organization.

Directors

- 19 (1) A Director must be a natural person aged 18 years or older.
- (2) No one may be appointed a Director if he would be disqualified from acting under the provisions of Article 31.
- 20 Unless determined otherwise by ordinary resolution:
- (1) The number of Elected or Co-opted Directors shall be not less than four [see Articles 26, 27 and 29(1)] and the number of Appointed Directors, who need not be members of the Charity, shall not be more than three [see Article 29(2)].
- (2) The total number of all Directors shall not exceed twelve.
- 21 The first Directors shall be those persons notified to Companies House as the first directors of the Charity.
- 22 A Director may not appoint an alternate director or anyone to act on his behalf at meetings of the Directors.

Powers of the Council

- 23 (1) The Council shall manage the business of the Charity and may exercise all the powers of the Charity unless they are subject to any restrictions imposed by the Act, the memorandum, these articles or any special resolution.
- (2) No alteration of the memorandum or these articles shall have retrospective effect to invalidate any prior act of the Council.
- (3) Any meeting of Council at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Council.

Retirement

- 24 At the first Annual General Meeting all the Council must retire from office unless by the close of the meeting the members have failed to elect sufficient Council to hold a quorate meeting of the Council. At each subsequent Annual General Meeting one-third of the

Elected Council or, if their number is not three or a multiple of three, the number nearest to one third must retire from office.

- 25 (1) The Elected Directors to retire by rotation shall be those who have been longest in office since their last election. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
- (2) Elected Directors shall normally serve no more than three consecutive three-year terms, but may serve further terms upon recommendation of the Council.
- (3) If a Director is required to retire at an Annual General Meeting by a provision of these articles the retirement shall take effect upon the conclusion of the meeting.

The Election of Directors

- 26 The Charity may by ordinary resolution in any general meeting:
 - elect a person who is willing to act as a Director providing he is recommended by the Council: and
 - determine the rotation in which any additional Directors are to retire.
 - 27 No person other than a Director retiring by rotation may be elected a Director at any general meeting unless:
 - (1) He is recommended for election by the Council;
 - (2) If not recommended by the Council then at an Annual General Meeting only providing that:
 - Not less than forty-two clear days or more than seventy clear days before the date of the meeting, the Charity is given notice in writing that:
 - A Fellow (FGA) and/or Diamond Member (DGA) who has been an FGA and/or DGA in good standing for a minimum of the two most recent whole subscription years has been nominated for election to the Council, by two nominators who both have been either Fellows and/or Diamond Members in good standing for a minimum of the most recent whole subscription year, or Associate Members in good standing for the two most recent whole subscription years.
- The written nomination must:
- (a) be signed by the Nominators;
 - (b) state the Nominators' intention to propose the election of a person as a Director;
 - (c) contain the details that, if the person were to be elected, the Charity would have to file at Companies House; and
 - (d) be signed by the person who is to be proposed to show his willingness to be appointed.
- 28 All members who are entitled to receive notice of a general meeting must be given not less than seven or more than twenty-eight clear days' notice of any resolution to be put to the meeting to elect a Director other than a Director who is to retire by rotation.
 - 29 (1) The Council may co-opt a person who is a Member of the association to fill a casual vacancy or an extra Director who is willing to act as a Director, subject to the maximum number of Directors allowed. Co-opted members shall be appointed by Council and shall retire at the first General Meeting of the Association thereafter, but may offer themselves as candidates for election at that Annual General Meeting and shall not be taken into account in determining the Directors who are to retire by rotation.

- (2) In order that the Council may have an appropriate range of skills, it may, by resolution of two thirds of elected/co-opted Directors, appoint up to a further three Directors who need not be members of the Association. They shall serve a term up to the fourth Annual General Meeting following their appointment (or the third Annual General Meeting if appointed at an Annual General Meeting). They may serve further terms of three years at the request of the Council.
 - (3) Appointed Directors may be removed by resolution of two thirds of elected/co-opted Directors.
 - (4) Nothing in these Rules shall require any person who is a Director at the date of adoption of these Rules to resign as a Trustee, or shall prevent such person offering themselves, if eligible, for re-election if retiring by rotation at an Annual General Meeting.
- 30 No election, co-option or appointment of Directors may cause the number of Directors to exceed the number fixed as the maximum number of Directors.

Disqualification and removal of Directors

- 31 A Director shall cease to hold office if he:
- ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
 - is disqualified from acting as a Trustee by virtue of the Charities Acts;
 - ceases to be a member of the Charity unless an Appointed Director;
 - becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
 - resigns as a Director by notice to the Charity (but only if at least two elected Directors will remain in office when the notice of resignation is to take effect); or
 - is absent without the permission of the Council from three consecutive meetings and the Council resolves that his office be vacated.

Directors' remuneration

- 32 The Directors must not be paid any remuneration unless it is authorized by clause 5 of the Memorandum.

Proceedings of the Council

- 33 (1) The Directors shall meet together for the despatch of business, ad-journ, and otherwise regulate their meetings as they think fit, subject to the provision of the Articles. Such meetings may be held with one or more or all Directors participating by electronic communication if all the Directors so agree.
- (2) Any Director may call a meeting of the Council.
 - (3) The Chief Executive must call a meeting of the Council if requested to do so by a Director.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who chairs the meeting shall have a casting vote.
- 34 (1) No decision may be made by a meeting of the Council unless a quorum is present at the time the decision is purported to be made.

- (2) The quorum shall be four elected or co-opted Directors, or such larger number as may be decided from time to time by the Council.
- (3) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 35 If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 36 (1) The Council shall appoint a Director to chair their meetings and may at any time revoke such appointment.
- (2) If no-one has been appointed to chair meetings of the Council or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.
- (3) The person appointed to chair meetings of the Council shall have no functions or powers except those conferred by these articles or delegated to him by the Council.
- 37 (1) A resolution in writing signed by all the Directors entitled to receive notice of a meeting of Council or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of Directors duly convened and held.
- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.

Delegation

- 38 (1) The Council may appoint a Chief Executive to manage the affairs of the Association, and undertake such other responsibilities as the Council may from time to time decide. The Chief Executive may, on invitation, attend Council Meetings but may not Vote.
- (2) The Chief Executive shall be appointed by the Council at such remuneration and under such conditions that it may think fit, consistent with UK employment Law.
- 39 (1) The Council may appoint Committees to undertake certain functions from time to time.
- (2) All acts and proceedings of any Committees must be fully and promptly reported to the Council.
- 40 A Director must absent himself from any discussions of the Council in which it is possible that a conflict will arise between his duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).
- 41 (1) Subject to paragraph 41(2), all acts done by a meeting of the Council, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- who was disqualified from holding office;
 - who had previously retired or who had been obliged by the constitution to vacate office;
 - who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise; if without:
 - the vote of that Director; and
 - that Director being counted in the quorum; the decision has been made by a

majority of the Council at a quorate meeting.

- (2) Paragraph 41(1) does not permit a Director to keep any benefit that may be conferred upon him by a resolution of the Council or of a committee of Directors if, but for paragraph 41(1), the resolution would have been void, or if the Director has not complied with article 49.

Seal

- 42 The Charity's seal must only be used by the authority of the Council or of a committee of Directors authorized by the Council. The Council may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Director and the Chief Executive or by two Directors.

Minutes

- 43 The Council must keep minutes of all:
appointments of officers made by the Council;
proceedings at meetings of the Charity;
meetings of the Council and committees of Directors including:
- the names of the Directors present at the meeting;
 - the decisions made at the meetings; and
 - where appropriate the reasons for the decisions.

Accounts

- 44 (1) The Council must prepare for each financial year accounts as required by the Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Council must keep accounting records as required by the Acts.

Annual Report and Return and Register of Charities

- 45 (1) The Council must comply with the requirements of the Charities Acts with regard to:
- (a) the transmission of the statements of account to the Charity;
 - (b) the preparation of an annual report and its transmission to the Commission;
 - (c) the preparation of an annual return and its transmission to the Commission.
- (2) The Council must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.
- 46 Any notice to be given to or by any person pursuant to the articles:
must be in writing; or
must be given using electronic communications.
- 47 (1) The Charity may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it using electronic communications to the member's address.

A member who does not register an address with the Charity or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Charity.

If notice of a general meeting is given as above, the details of the meeting may be communicated to members by posting documents such as the Annual Report and Accounts on a website freely accessible to the members, in a form which permits each member to download and print the document. If a member requests a printed copy of such a document, the Charity shall mail it free of charge.

- 48 A member present in person at any meeting of the Charity shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 49 (1) Certification that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
- (3) A notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic communication, 48 hours after it was sent.

Indemnity

- 50 The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

Rules and By-Laws

- 51 (1) The Council may from time to time make such reasonable and proper rules or by-laws as they may deem necessary or expedient for the proper conduct and management of the Charity.
- (2) The by-laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the Charity (including the admission of organizations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the Charity in relation to one another, and to the Charity's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the Charity's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Council in so far as such procedure is not regulated by the Act or by these Articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
 - (f) The Council has the power to alter, add to or repeal the rules or by-laws.
 - (g) The Council must adopt such means as they think sufficient to bring the rules and by-laws to the notice of members of the Charity.

- (h) The rules or by-laws, shall be binding on all members of the Charity. No rule or by-law shall be inconsistent with, or shall affect or repeal anything contained in, the memorandum or the articles.

President

- 52 On the nomination of the Council, the President shall be elected by the members of the Charity at a General Meeting. The term of Office of the President shall run from the election at an Annual General Meeting until such President's re-election or a successor is elected at the second Annual General Meeting thereafter. If elected at a General Meeting not an Annual General Meeting, then until the third Annual General Meeting thereafter. Subject to the discretion of the Council and the membership, a President would not normally be re-elected more than once. The President shall, ex officio, be entitled to attend meetings of the Council but shall not be entitled to vote unless he is also a member of the Council.

Vice-Presidents

- 53 On the nomination of the Council a member of the Charity may be elected a vice-president of the Charity at a General Meeting, provided however that at no time shall the number of vice-presidents exceed six. A vice-president, duly elected, shall be entitled to hold that office so long as he continues to be a member of the Association.

Signatures, Names and Addresses of Subscribers

3. Michael Richard Counsell
15 Pembroke Road
Bristol BS99 7DX
4. Christopher Charles Hadler
15 Pembroke Road
Bristol BS99 7DX

Dated: 15 August 1985

Witness to the above Signatures:

Name: Errol Sandiford
15 Pembroke Road
Bristol BS99 7DX