

No. 3849680

THE COMPANIES ACTS 1985 TO 1989

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THE BOOKSELLERS ASSOCIATION OF THE UNITED KINGDOM & IRELAND  
LIMITED

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MEMORANDUM  
AND  
ARTICLES OF ASSOCIATION

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5 Great College Street Westminster London SW1P 3SJ  
Tel +44 (0) 171 222 7040 Fax +44 (0) 171 222 6208 LDE 113 [www.radcliffes.co.uk](http://www.radcliffes.co.uk)

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The Companies Acts 1985 to 1989

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A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

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MEMORANDUM OF ASSOCIATION  
of  
THE BOOKSELLERS ASSOCIATION OF THE UNITED KINGDOM & IRELAND LIMITED

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1. The name of the Company is The Booksellers Association of the United Kingdom & Ireland Limited (“the Association”).
2. The registered office of the Association will be situate in England and Wales.
3. The objects of the Association are:
  - (a)
    - (i) To acquire the assets, liabilities and undertaking of The Booksellers Association of Great Britain and Ireland;
    - (ii) to do anything which the Association may think necessary or desirable to help its members sell more books;
    - (iii) to do anything which the Association may think necessary or desirable to help its members reduce their costs;
    - (iv) to promote and protect by all lawful means the interests of Association members, especially to the Government, the European Commission and the media;
    - (v) to do anything which the Association may think necessary or desirable to help members develop the skills of individuals in their businesses and provide any professional qualification that members think appropriate;
    - (vi) to do anything which the Association may think necessary or desirable to help its members improve efficiency and productivity in the industry;
    - (vii) to do anything within the law which the Association may think necessary or desirable to help its members improve the exchange of information with others in the industry;
    - (viii) to co-operate for mutual benefit with other organisations concerned with the creation, production or distribution of books;
    - (ix) to use every lawful means to place and maintain the bookselling trade on a profitable basis;
  - (b) To carry on any other trade or business whatever which can in the opinion of the Board (as defined in the Articles of Association adopted herewith) be

advantageously carried on in connection with or ancillary to any of the businesses of the Association.

- (c) To purchase or by any other means acquire or take options over any property whatever, and any rights or privileges of any kind over or in respect of any property.
- (d) To apply for, register, purchase, or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, designs, protections and concessions and to disclaim, alter, modify, use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon, testing and improving any patents, inventions or rights which the Association may acquire or propose to acquire.
- (e) To acquire or undertake the whole or any part of the business, goodwill and assets of any person, firm or company carrying on or proposing to carry on any of the businesses which the Association is authorised to carry on and as part of the consideration for such acquisition to undertake all or any of the liabilities of such person, firm or company, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement for sharing profits, or for co-operation, or for mutual assistance with any such person, firm or company, or for subsidising or otherwise assisting any such person, firm or company, and to give or accept, by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or securities that may be agreed upon, and to hold and retain, or sell, mortgage and deal with any shares, debentures, debenture stock or securities so received.
- (f) To improve, manage, construct, repair, develop, exchange, let on lease or otherwise, mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Association.
- (g) To invest and deal with the monies of the Association not immediately required in such manner as may from time to time be determined and to hold or otherwise deal with any investments made.
- (h) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Association), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (i) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Association's property or assets (whether present or future) and also by a similar mortgage, charge,

standard security, lien or security to secure and guarantee the performance by the Association of any obligation or liability it may undertake or which may become binding on it.

- (j) To draw, make, accept, endorse, discount, negotiate, execute and issue cheques, bills of exchange, promissory notes, bills of lading, warrants, debentures, and other negotiable or transferable instruments.
- (k) To apply for, promote and obtain any Act of Parliament, order or licence of the Department of Trade or other authority for enabling the Association to carry any of its objects into effect, or for effecting any modification of the Association's constitution, or for any other purpose which may seem calculated directly or indirectly to promote the Association's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Association's interests.
- (l) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Association's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Association may think desirable and to carry out, exercise, and comply with any such charters, decrees, rights privileges and concessions.
- (m) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.
- (n) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Association has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (o) To promote any other company for the purpose of acquiring the whole or any part of the business or property or undertaking or any of the liabilities of the Association, or of undertaking any business or operations which may appear likely to assist or benefit the Association or to enhance the value of any property or business of the Association, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of any such company as aforesaid.
- (p) To sell or otherwise dispose of the whole or any part of the business or property of the Association, either together or in portions, for such consideration as the Association may think fit, and in particular for shares, debentures or securities of any company purchasing the same.
- (q) To act as agents or brokers and as trustees for any person, firm or company, and to undertake and perform sub-contracts.

- (r) To remunerate any person, firm or company rendering services to the Association either by cash payment or otherwise as may be thought expedient.
- (s) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Association or to contract with any person, firm or company to pay the same.
- (t) To support and subscribe to any charitable or public object and to support and subscribe to any institution, society or club which may be for the benefit of the Association or its Directors or employees, or may be connected with any town or place where the Association carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been members of the Board of, or who are or have been employed by, or who are serving or have served the Association, or any company which is a subsidiary of the Association or any holding company of the Association or a fellow subsidiary of the Association or predecessors in business of the Association or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependants of such persons; to make payments towards insurance including insurance for any member of the Board, officer or auditor against any liability as is referred to in Section 310(1) of the Act; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependants; and to set up, establish, support and maintain profit sharing schemes for the benefit of any of the employees of the Association or of any such subsidiary, holding or fellow subsidiary company.
- (u) If the Association is wound up the liquidator may, with the sanction of an extraordinary resolution of the Association and any other sanction required by the Act, divide among the corporate members (but no other class of member) in specie the whole or any part of the assets of the Association and may for that purpose value any assets and determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of the assets in trustees upon such trusts for the benefit of the corporate members as he with the like sanction determines, but no corporate member shall be compelled to accept any assets upon which there is a liability.
- (v) To procure the Association to be registered or recognised in any part of the world.
- (w) To do all or any of the things or matters aforesaid in any part of the world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, subcontractors or otherwise and either alone or in conjunction with others.
- (x) To do all such other things as may be deemed incidental or conducive to the attainment of the Association's objects or any of them.

AND so that:

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Association.
  - (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Association shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate company.
  - (3) The word "company" in this Clause shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
  - (4) In this Clause, the expression "the Act" means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the members is limited.
  5. Every member of the Association undertakes to contribute such amount as may be required (not exceeding £1) to the Association's assets if it should be wound up while he is a member or within one year after he ceases to be a member, for payment of the Company's debts and liabilities contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.

WE, the persons whose names and addresses are subscribed are desirous of being formed into a company in pursuance of the foregoing Memorandum of Association.

Names, addresses and description of subscribers.

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David Parry  
83 Clerkenwell Road  
London EC1R 5AR  
Company Director

Edward Alan Mayo  
83 Clerkenwell Road  
London EC1R 5AR  
Chartered Accountant

Dated: 21 September 1999

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Witness to the above signatures:

Tracey Smith  
83 Clerkenwell Road  
London EC1R 5AR

The Companies Acts 1985 to 1989

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A COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

ARTICLES OF ASSOCIATION  
of  
THE BOOKSELLERS ASSOCIATION OF THE UNITED KINGDOM & IRELAND LIMITED

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DEFINITIONS

1. In these Articles the following expressions have the meanings given to them as set out below:
  - (a) “the Act” means the Companies Act 1985 and any reference to any provision of the Act shall be deemed to include a reference to any statutory modification or reenactment of that provision for the time being in force.
  - (b) “Advisory Council” shall mean the body appointed under Article 17 to guide the Board on matters of book trade strategy.
  - (c) “Advisory Group” shall mean any body of members of the Association recognised and approved under that designation by resolution of the Board or the Advisory Council.
  - (d) “Association” shall mean The Booksellers Association of the United Kingdom & Ireland Limited.
  - (e) “Board” shall mean the board of directors of the Association appointed under Article 14.
  - (f) “Book” shall mean a book in any form including, but not limited to, physical books and electronic books in any format.
  - (g) “Bookseller” shall mean a person who sells or otherwise supplies Books.
  - (h) “Bookselling” shall mean the act of selling or supplying Books.
  - (i) “Branch” shall mean the members of the Association in an area constituted as such by resolution of the Board.
  - (j) “Executive” shall mean the Association’s paid officials under the direction and control of a chief executive.
  - (k) “Officers” shall mean those elected under Article 13.
  - (l) “United Kingdom” shall, for the purpose of these Articles, include the Isle of Man and the Channel Islands.

- (m) The singular shall include the plural and vice versa and words importing the masculine gender shall include the feminine. References to persons shall include corporations.

## MEMBERSHIP

### 2. Eligibility for membership

The following shall be eligible for membership of the Association subject to approval by the Board:

#### (a) Full corporate membership

Any firm, company, society or other organization which is situated in the United Kingdom and the Republic of Ireland and, in the opinion of the Board, sells Books commercially to customers. These firms, companies, societies and organizations shall themselves be separate corporate members and not the individual commercial outlets they may control.

There shall be two types of full corporate membership:

- (i) retail membership, whereby over 75% of total Book sales are sold by a member direct to private consumers. Retail membership shall be further divided into two categories, known as Gold and Silver (whose members shall be referred to herein as “Gold Members” and “Silver Members” respectively). Gold Members will have access to all of the Association’s benefits; Silver Members will have access to limited benefits and the subscription scale for Silver Members will be lower than for Gold Members;
- (ii) Non-retail membership, whereby over 75% of total Book sales are sold by a member direct to institutions and/or to third parties for resale (“Non-retail Members”).

#### (b) Associate corporate membership

Any firm, company, society, or other organization outside the United Kingdom and the Republic of Ireland, whether or not engaged in Bookselling; together with all firms, companies, societies and other organizations in the United Kingdom and the Republic of Ireland which, in the opinion of the Board, are not involved in Bookselling.

Associate Corporate members shall be entitled to such benefits, services and publications (whether free of charge or not) as the Board may from time to time decide. They shall be entitled to attend and speak at general meetings, although not Branch or Advisory Group meetings, but may not vote.

#### (c) Honorary life membership

Any representative of a corporate member who has rendered long service to the Association may, on his or her retirement from the trade, be nominated by a Branch or by the Board itself for election by the Board to Hon. Life Membership, giving the right to attend meetings and to receive information from the Association, but not to vote.

(d) Honorary Vice Presidency

Any representative of a corporate member who has rendered conspicuous service to the Association may, on the nomination of the Board, be elected at an Annual General Meeting an Honorary Vice President for life. Such distinction shall not carry with it a seat on the Board, but an Honorary Vice President shall not be debarred from occupying any position in the Association.

3. Applications for membership

Applications for corporate membership shall be made through the Executive to the Board, which may at its discretion, refer to the appropriate Branch or to an existing member for a report. The Board may at its sole discretion decide the merits of an application and is not obliged to communicate the reason for its decision. Applications for associate corporate membership shall be made through the Executive to the Board.

4. Removal from membership

Any member of the Association acting contrary to its interests may be removed from membership by a resolution of the Board at any time, provided always that no resolution for the removal of a member by the Board shall be made unless 28 clear days' notice in writing shall have been given to such member that the question of his removal is about to be considered by the Board and stating the grounds on which his removal is contemplated. Except when these grounds are the non-payment of his subscription, every such notice shall invite the member in question to attend before the Board and so give such reasons against his removal as he may think fit. If a resolution is passed for the removal of a member, notice thereof shall be sent to the member, but the Board shall not be obliged to give any reason for its decision.

5. Entrance fee and annual subscription

Each applicant for membership shall pay such entrance fee and annual subscription as may from time to time be determined by the Association. The annual subscription for corporate membership shall be payable in advance on 1st January in each year. The Board shall have power in accordance with the procedure set down in Article 4 above to remove from membership any member whose subscription is more than four months in arrear. The Board shall have power to accept reduced subscriptions in exceptional circumstances. Subscriptions shall be paid direct to the central office. A member on paying the fees due on election is thereby held to have submitted himself to these Articles of Association and only on that condition is entitled to enjoy the advantages and privileges of the Association.

Each associate corporate member shall pay on 1st January each year such subscription as the Board shall decide.

## ANNUAL GENERAL MEETING

### 6. Annual General Meeting

There shall be an Annual General Meeting of the members of the Association, which shall be held as soon as possible after the end of each financial year of the Association.

### 7. Work of the Annual General Meeting

The work of each Annual General Meeting shall include:-

- (a) Consideration of an annual report reviewing the work of the Association and its companies since the previous Annual General Meeting; the report shall have been circulated at least 28 days before the meeting;
- (b) Consideration of the most recent accounts and balance sheet with the reports of the directors and of the auditors, which shall have been circulated at least 28 days before the meeting;
- (c) The declaration of a dividend, if any;
- (d) The election of directors, including Association non executive officers, in place of those retiring;
- (e) The appointment and remuneration of auditors;
- (f) The approval of members of the Advisory Council for the following year;
- (g) Confirmation of appointments made by the Board;
- (h) Consideration of any resolutions, including special resolutions, within the provisions of these articles submitted by the Board or by members.

### 8. Notice of the Annual General Meeting

An agenda and notice of the Annual General Meeting shall be circulated not less than 28 days before the meeting provided that non-receipt of the agenda or notice by any member or members shall not invalidate the proceedings.

### 9. Notice of motions

Notice of motions for the Annual General Meeting agenda, which may come from the Board and, subject to Articles 10 and 11, come from members or Branches, shall reach the Executive not less than seven weeks before the meeting for the purpose of arranging and printing the agenda. All notices of motions coming from members must be seconded.

### 10. Motions from members

Motions from members should be proposed by a representative of a corporate member, seconded by a representative of another and supported by a representative of a third corporate member.

11. Motions from Branches

Motions from Branches may only be sent by an Officer of a Branch and must first have been discussed and approved at a properly called meeting of members of that Branch.

12. Any other business at the Annual General Meeting

At every Annual General Meeting enough time shall, at the discretion of the President or other Chairman of the meeting, be available for discussion without the necessity of previous notice of any matters which members may wish to raise affecting the Association and its members.

## OFFICERS

13. Officers

The officers of the Association shall consist of:-

- (a) A President who shall be Chairman of the Advisory Council;
- (b) Up to two Vice-Presidents;
- (c) A Chief Executive, to be appointed by the Board.

Nominations for the office of President and of the two Officers shall be proposed to the Annual General Meeting by the Board; to be eligible for these posts, nominees must be Gold Members of the Association. Each of the three non executive officers shall serve for one year and may be re-elected to further terms, except in the case of the President who may only serve as such for two years in succession. Those nominated for the Presidency shall initially be asked to indicate if they are prepared to serve as such for a second year, although doing so would involve re-election.

Any Gold Member of the Association shall be eligible to be proposed as an officer, although it would be desirable that such members had previously served on the Advisory Council.

## BOARD OF DIRECTORS

14. Board of Directors

The Board of Directors of the Association shall consist of the Officers, as under Article 13 above, together with a non executive representative, normally the Chairman, of the board of each of the Association's wholly owned companies and with such other non executive members from within or outside the membership as

the Annual General Meeting may agree, on the recommendation of the Board. The Board shall meet not less than three times a year.

15. Powers of the Board

The Board shall have power to interpret and secure observance of the Articles of the Association, and to negotiate on behalf of its members with government departments, trade associations, companies and other organizations. Agreements entered into by the Board shall be binding on members unless reversed or amended by resolution at an Annual General Meeting or special general meeting of members called for the purpose.

16. Responsibilities of the Board

The responsibilities of the Board shall include:

- (a) Furthering the objects of the Association, as expressed in the Memorandum;
- (b) The financial administration and management of the affairs of the Association, including the scrutiny of detailed budgets provided by the paid Executive; approving BA budgets and monitoring financial performance; setting and agreeing financial and other targets with each of the Association's subsidiary companies and then monitoring their performance throughout the year.
- (c) The circulation of an annual report.
- (d) The appointment of such committees and working groups as may be necessary to the efficient working of the Association, and the appointment of representatives to joint committees and outside bodies.
- (e) The production and circulation to members of a circular, which shall keep members informed of Association activities and of the work of the Board.
- (f) The development and application of ideas for the betterment of bookselling.

THE ADVISORY COUNCIL

17. The Advisory Council

The Board will be guided on matters of book trade strategy by an Advisory Council, meeting not less than three times a year. The Advisory Council will consist of the Officers and not fewer than 10 and not usually more than 15 members, chosen taking due note of geography, size of business and type of business. A minimum of twelve Council places will be reserved for Gold Members; a maximum of 20% of Council places will be available to Silver Members. Non-retail members may be co-opted onto Council by a majority vote of the Advisory Council. Members of the Advisory Council will be elected for a period of three years, and then may apply for re-election for a further three-year term, so that the maximum term will be 6 years. An individual can apply for re-election to the Advisory Council after a further year has elapsed. Other Directors of the Association shall be free to attend meetings of the Advisory Council, should they so wish. The Advisory Council in any one year shall recommend to the membership at the Annual General Meeting the names of those to serve on the next year's Advisory Council and members, on being informed of these recommendations, will be free to propose the names of other

booksellers to be added to the list. The Advisory Council shall have powers of co-option and of invitation to join its number.

## BRANCHES

### 18. Branches

Booksellers in a regional area may wish to attend meetings of a local branch of the Association, either of branches already historically established by the Board or of others set up in the future. Reasonable financial support for the administration of a branch or of its business meetings shall be available on formal application to the Executive. Social meetings of a branch should normally be self funding.

## ADVISORY GROUPS

### 19. Advisory Groups

The Board or the Advisory Council may authorise the formation of Advisory Groups of members with specialised interests, with a view to the promotion and protection within the framework of the Association of the special interests of such members. The Board or the Advisory Council shall be empowered subsequently to disband such Advisory Groups, should it judge it appropriate to do so.

### 20. Action of Advisory Groups

Advisory Groups shall not be empowered to act on behalf of the Association unless so authorised by the Board.

## FINANCE

### 21. Financial year

The financial year of the Association and of its Branches shall be from 1st November to 31st October or such other dates as the Board shall resolve.

## MEETINGS

### 22. General meetings

Subject to Article 26 the Board may, at any time, on giving not less than fourteen days' notice to all members, convene a special general meeting of the Association.

### 23. Notice of meetings

Every notice of a meeting shall state the time and place of the meeting and the general nature of the business to be transacted at the meeting and shall be sent by post or by electronic transmission to each member at the address from time to time furnished by him to the Executive. The non-receipt of such notices by any member or members shall not invalidate the proceedings.

### 24. Representation at meetings

All full corporate and associate corporate members may be represented at any general meeting by one or more representatives. All such representatives shall be entitled to speak at the meeting, but only corporate members shall be entitled to vote.

25. Voting at general meetings

- (a) Gold Members and Non-retail members of the Association shall have one vote per £1,000 of the annual membership subscription due to be paid to the Association on 1st January each year, those paying any sum up to £1,499 having one vote and, for example, those paying £1,500 or more being rounded up to two votes and so on. Silver Members shall have one vote per £3,000 of the annual subscription.
- (b) Subject to the provisions of the Act and Article 26 below, every resolution submitted to a general meeting of the Association shall be determined by a majority of the votes of the members present or represented and duly qualified to vote. In the event of an equality of votes, the Chairman shall have a second or casting vote which need not be used in the same way as the first;
- (c) Any resolution put to the vote at any general meeting shall be decided by a show of hands, unless a ballot is demanded by the Chairman or at least thirty voting members. A ballot shall be taken in such manner and at such time as the Chairman shall prescribe;

26. Alteration of Memorandum and Articles

No modification of or addition to the Association's Memorandum or Articles of Association shall be made unless such modification or addition shall have been approved by not less than seventy five per cent of the total votes of those members present or represented and voting at a general meeting. No less than 21 days' notice of any such meeting shall be given and the notice of the meeting shall set out the resolution containing the modification or addition proposed.

26. Quorum

Fifteen voting members present or represented shall constitute a quorum at general meetings of the Association. If within half an hour from the time appointed for the meeting a quorum is not present the meeting shall be dissolved.

27. Postal vote

Should it seem appropriate to the Board or, indeed, to a general meeting of the Association, to canvas the views of the membership on a particular matter or matters by postal vote, then this shall be arranged as soon as is reasonably possible; should it be judged necessary, the ballot papers could be returned to the Association's auditors or to an independent agent.

28. Chairman

The President, or failing him an Officer, shall preside as Chairman at the Annual General Meeting, at all general meetings of the Association, at meetings of the Board of Directors and, normally, at meetings of the Advisory Council. If at any meeting neither the President nor an Officer be present within fifteen minutes after

the time appointed for holding the meeting, or if neither of them be willing to act as Chairman, the members present at the meeting shall choose one of their number to be Chairman.

## GENERAL

### 29. Affiliation

The Board shall have power to arrange affiliation with kindred associations, provided such affiliation has been submitted to and approved at a general meeting of the Association.

### 30. Indemnity

Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Board may otherwise be entitled, every member of the Board or other official body 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.

### 31. Payment of expenses

Officers and members shall not be entitled to expenses incurred by them in attending meetings of the Board, the Advisory Council, of Advisory Groups, of committees or sub-committees of the Association or of Branches or Branch committees, except at the discretion of the Board.

Names, addresses and description of subscribers.

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David Parry  
83 Clerkenwell Road  
London EC1R 5AR  
Company Director

Edward Alan Mayo  
83 Clerkenwell Road  
London EC1R 5AR  
Chartered Accountant

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Dated: 21 September 1999 [This text contains amendments made by the Association up to April 2015.]

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Witness to the above signatures:

Tracey Smith  
83 Clerkenwell Road  
London EC1R 5AR