



## ARTICLES OF ASSOCIATION

*THE COMPANIES ACT 1985*

*as amended by*

*THE COMPANIES ACT 1989*

*A COMPANY LIMITED BY GUARANTEE AND*

*NOT HAVING A SHARE CAPITAL*

*ARTICLES OF ASSOCIATION*

*'ELCAP'*

## *PRELIMINARY*

1. The Regulations contained in Table C in the First Schedule of the Companies Act 1985 shall not apply to this Company, but the following shall be the Regulations of the Company.

## *INTERPRETATION*

2. In these Articles unless inconsistent with the context: -

The word 'Company' means the above named Company.

'The Act' means the Companies Act 1985 as amended by the Companies Act 1989 including any statutory modification or re-enactment thereof for the time being in force.

The words 'Executive Board' mean the executive committee for the time being of the Company.

The word 'Director' means the Company's chief administrative officer for the time being.

The word 'body' shall bear the meaning given to it by Clause 3 of the Memorandum of Association.

The word 'month' means calendar month.

The word 'year' means any year from 1 January to 31 December inclusive.

Words importing the singular include the plural and vice versa.

Words importing the masculine include the feminine.

Words importing persons include corporations.

The expression 'the Articles' means the Articles of Association for the time being in force.

The expression 'the Act' means the Companies Act 1985.

## *MEMBERS*

3. The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership in accordance with the Articles shall be members of the Company.

## *MEMBERSHIP*

4. The Company shall consist of private individuals who agree to support the objects of the Company, and to pay an annual subscription of £1, or some such sum as the General Meeting shall agree, and whose membership shall be determined by the Company on an individual basis, together with such other parties, corporations or associations as may be appointed by the Executive Board, whose membership, in their opinion, would be advantageous to the Company.
5. The provisions of Section 352 of the Act shall be observed by the Company and every member of the Company shall either sign a written consent to become a member or sign the Register of Members on becoming a member.

6. Membership of the Company shall forthwith cease: -
  - a. on the death of the member;
  - b. if the member shall become bankrupt or insolvent or make any arrangement or composition with his creditors;
  - c. if the member shall become of unsound mind;
  - d. if the member resigns by giving notice in writing to the Company at the Registered Office of the Company;
  - e. if the Company, at a specially convened meeting of the Company, shall resolve that this is in the best interests of the Company, provided always that no person shall cease to be a member by such resolution unless he has been given not less than seven days' notice of the meeting of the Company at which such matter is to be considered and has been given a reasonable opportunity of attending and being heard; and
  - f. If the member fails to pay the annual subscription within such time as may be specified by the Executive Board.

#### *GENERAL MEETINGS*

7. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and it will specify the meeting as such in the notice calling it, and not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and that of the next. The Annual General Meeting shall be held at such time and place as the Executive Board shall appoint.
8. The business to be transacted at each Annual General Meeting of the Company shall include: -
  1. Consideration of reports of the Company's activities and financial position and of the income and expenditure account and balance sheet to be presented to the meeting.
  2. The election of members of the Executive Board.
  3. The appointment of auditors.
9. Other General Meetings shall be called Extraordinary General Meetings. The Executive Board may, whenever it thinks fit, convene an Extraordinary General Meeting and Extraordinary General Meetings shall also be convened on such requisition as provided by Section 368 of the Act.
10.
  1. Subject to the provisions of Section 369 of the Act, fourteen clear day's notice of members, at least, or (in the case of an Annual General Meeting or a meeting convened to pass a Special Resolution) twenty-one clear days' notice, at least, shall be given to such members as are, under the provisions herein contained, entitled to receive notices from the Company, and also to the Company's Auditors. The length of notice in every case shall be calculated exclusive of the day on which the notice is served or deemed to be served and the day for which it is given.
  2. A meeting shall, notwithstanding that it is called by shorter notice than that specified in the preceding Article, be deemed to have been duly called if it is so agreed:-

1. In the case of a meeting called as the Annual General Meeting, by all members having the right to attend and vote thereat; and
2. In the case of any other meeting, by such proportion of the members as is prescribed in the Act.
3. Every notice of meeting shall specify the place, the day and the hour of the meeting, and the general nature of the business to be transacted. The notice convening an Annual General Meeting shall specify the meeting as such, and the notice convening a meeting to pass a Special or Extraordinary Resolution shall specify the intention to propose the Resolution as a special or Extraordinary Resolution, as the case may be.
4. The accidental omission to give notice of any meeting to, or the non-receipt of the notice by, any person shall not invalidate any resolution passed, or proceeding had, at any meeting.

#### *PROCEEDINGS AT GENERAL MEETINGS*

11. No business shall be transacted at a General Meeting unless a quorum of five members entitled to vote at a General Meeting of the Company may be present at the time when the meeting proceeds to business.
12. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Executive Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the members present shall be a quorum.
13. The Chairman, or in his absence, the Vice-Chairman of the Executive Board shall preside at every General Meeting if he be present and willing. If none of them is present and willing to preside at the time fixed for the opening of the meeting, or within fifteen minutes thereafter, the members present shall choose one of themselves to be Chairman of the Meeting.
14. The Chairman may, with the consent of any 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 any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. At any General Meeting a Resolution put to the vote shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by at least three members present or by the Chairman, or by any member or members present and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or lost, or carried or not carried by a particular majority, and an entry to that effect in the book containing the Minutes of the proceedings of the Company shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the resolution.

16. If a poll is duly demanded, it shall be taken in such manner and at such times as the Chairman of the Meeting directs, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. A poll demanded on the election of a Chairman shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman of the meeting directs. The demand for a poll may be withdrawn.
17. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting at which the show of hands takes place or the poll is demanded shall be entitled to a second or casting vote.
18. Proper minutes shall be kept for all proceedings or General Meetings and of the Meetings of the Executive Board and Special and Advisory Committees by the Director, or such other person as the Executive Board may appoint to act for him.

#### *VOTES OF MEMBERS*

19. Every Member shall have one vote and a poll vote must be given personally.
20. No member shall be entitled to vote on any question at any General Meeting unless all monies presently payable by him to the Company have been paid.

#### *EXECUTIVE BOARD*

21. There shall be an Executive Board consisting of no less than nine  
nor more than 15 members of the Company. Of that number, no more than three shall be nominated by the Advisory Council, the remainder to be nominated by the general membership of the Company, and all to be elected at the Annual General Meeting. This Board will at all times include the Chairperson and Vice Chairperson(s) elected in terms of Clause 27 hereof.

#### *APPOINTMENT, RETIRAL, RE-APPOINTMENT*

22. Any member who wishes to be considered for appointment as a member of the Executive Board at an Annual General Meeting shall lodge with the Company a written notice of their willingness to be appointed (in such form as the Board requires), signed by the member, at any time up to the commencement of the Annual General Meeting.
23. At an Annual General Meeting the Company may by ordinary resolution appoint as Board member any member in respect of whom a written notice of willingness to accept such an appointment has been received in compliance with the preceding article.
24. The Board may at any time appoint any member (providing he or she is willing to act) to be a Board member either to fill a vacancy or as a co-opted member (provided that at no time should the number of co-opted members exceed three).
25. At each annual general meeting one third of the members of the  
Executive Board will retire, but a member may be re-appointed (provided s/he is willing to act) provided that no member can serve for more than three consecutive periods of three years without a break.

## *APPOINTMENTS TO EXECUTIVE OFFICE*

26. Members of the Executive Board shall be appointed to hold the offices of Chairperson, Vice Chairperson and such other executive offices as the Board may consider appropriate; each such office shall be held, subject to Article 29, until the conclusion of the Annual General Meeting which next follows appointment.
27. The appointments to Executive Office under the preceding article shall, subject to Article 30, be made at a meeting of the Board held immediately after each Annual General Meeting.
28. A Board member who has held office and is re-appointed to the Board by the Annual General Meeting may be re-elected to that office (provided he or she is willing to act).
29. The appointment of any Board member to Executive Office shall terminate if he or she ceases to be a Board member or he or she resigns from such Executive Office by notice to the Company.
30. If the appointment of any Board member to Executive Office terminates under the preceding article, the Board shall, at a meeting of the Board held as soon as reasonable practicable after such termination, appoint another Board member to hold such office in his/her place; a Board member so appointed shall (subject to Article 29) hold such Executive Office until the conclusion of the first Annual General Meeting which follows such appointment.

## *POWERS AND DUTIES OF EXECUTIVE BOARD*

31. The business of the Company shall be managed by the Executive Board, who may exercise all such powers of the Company as are not by statute or by these Articles required to be exercised by the Company in General Meeting, subject always to such regulations or methods as may be prescribed by the Company in General Meeting.
32. The Executive Board may act although their number is, or is reduced by death, retirement or otherwise below, the number of nine, provided that if at any time their number is, or is reduced below, five, the members for the time being of the Executive Board shall act only for the purpose of filling up vacancies or convening a General Meeting of the Company until there are nine members of the Executive Board.

## *DISQUALIFICATION OF OFFICERS*

33. The office of a member of the Executive Board shall be vacated if the member: -
  - a. Resigns his office by a notice in writing to the Company; or
  - b. Is removed from office by a resolution passed by a majority of at least three-fourths of the members present and voting at a General Meeting of the Company; or
  - c. For any cause he ceases to be a member of the Company; or
  - d. Becomes bankrupt or of unsound mind; or
  - e. Ceases to hold office by virtue of any provisions of the Act; or
  - f. Accepts remuneration in contravention of Clause 4 of the Memorandum of Association; or
  - g. He or she becomes an employee of the Company or any of its subsidiaries; or

- h. He or she is absent (without permission of the Board) from more than three successive meetings of the Board held in any period of six months or more and the Board resolve to remove him or her from office.

#### *PROCEEDINGS OF EXECUTIVE BOARD*

- 34. The Executive Board shall meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes of the members present, and in the case of any equality of votes the Chairman shall have a second or casting vote.
- 35. The quorum necessary for the transaction of the business of the Executive Board shall be four. The Executive Board shall meet not less than four times a year. On the request of a member of the Executive Board the Director shall at any time summon a meeting of the Board by notice served upon each member of the Board. A member of the Executive Board who is absent abroad shall not be entitled to notice of a meeting.

#### *SPECIAL COMMITTEES*

- 36. The Company in General Meeting and (subject to any restrictions or conditions imposed by the Company in General Meeting) the Executive Board respectively may establish and, when necessary, dissolve Committees of the Company consisting of members of the Company and such others as the Company in general meeting, the Executive Board, or any such Committee so established may decide.
- 37. The Company in general meeting and (subject to any restriction or conditions imposed by the Company in general meeting) the Executive Board respectively may appoint sub-committees or working parties to consider and report on any particular subject as they may from time to time think fit. The Executive Board shall not delegate powers to such sub-committees or working parties, but the Executive Board may also appoint sub-committees consisting of its own members (with or without powers of co-option of members of the Company) to which the Executive Board may delegate such powers as it may think fit and annul or vary any such delegation. The meeting or proceedings of any such Special Committees shall be governed by the Articles regulating proceedings of the Executive Board, so far as applicable and so far as the same shall not be superseded by any regulations made by the Company in General Meeting. The Quorum at a meeting of any Special or Advisory Committee shall be set by the committee with the agreement of the Executive Board.

#### *ADVISORY COUNCIL*

- 38. The Company will create an Advisory Council for the purpose of assisting the Company to better understand the wishes of the users of its services. Membership of the Advisory Council will be open to any member of the Company who also uses its services. The rights and responsibilities of the Advisory Council, and the procedures governing its relationship to the Executive Board, will be agreed by the Executive Board, made known to the membership, and from time to time reviewed. The Executive Board shall not delegate any executive authority to the Advisory Council.

## *REGULATIONS*

39. The Company in General Meeting may from time to time make such regulations in the form of bye-laws, standing orders or otherwise, not inconsistent with the Articles, or amounting to such an addition thereto or alteration thereof as could only legally be made by Special Resolution as they may think fit for the management, conduct and regulation of the affairs of the Company and the proceedings and powers of the Executive Board and any Special or Advisory Committees.

## *ADMINISTRATIVE OFFICER*

40. The Executive Board may appoint a Director who shall be the Company's chief administrative officer and who shall hold office on terms and conditions to be fixed by the Executive Board. The Executive Board may (subject to any regulations made by the Company in General Meeting and subject to the provisions of the Memorandum of Association) also appoint and in its discretion remove such officers, clerks, agents and servants for permanent, temporary or special services as it may from time to time think fit and may determine their powers and duties and fix their salaries or emoluments.

## *PATRONS*

41. The Executive Board may invite and appoint such a person or persons as they shall think fit to be a Patron or Patrons of the Company and shall consult with and take the advice of such Patron or Patrons from time to time as may be thought fit. Patrons shall have such powers and duties as may be determined by the Executive Board but shall not be members of the Company.

## *SECRETARY*

42. The Secretary for the purposes of the Act shall be appointed by the Executive Board for such term, at such remuneration and upon such conditions as they may think fit. Any Secretary so appointed may be removed by the Executive Board.

## *ACCOUNTS*

43. The Executive Board shall cause to be kept such books of account as are necessary to exhibit and explain the transactions and financial position of the Company and to give a true and fair view of the state of its affairs and in particular (but without limiting the generality of the foregoing provisions) proper books of account with respect to: -
- a. All sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure takes place.
  - b. All sales and purchase of goods by the Company.
  - c. The assets and liabilities of the Company.
44. The books of account shall be kept at the Registered Office of the Company, or, subject to Section 222 of the Act, at such other place or places as the Executive Board thinks fit, and shall always be open to the inspection of members of that Board.
45. The Executive Board shall from time to time, in accordance with



Section 227 of the Act cause to be prepared and to be laid before the Company in General Meeting such income and expenditure accounts, balance sheets and reports as are referred to in those Sections.

46. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the Auditor's Report, shall not less than twenty-one days before the date of the meeting be sent to all persons entitled to receive notice of General Meetings of the Company.

#### *AUDIT*

47. Once at least in every year the accounts of the Company shall be audited by one or more properly qualified auditor or auditors. Auditors of the Company shall be appointed and their duties regulated in accordance with the provision of Section 236 and 237 of the Act or other statutory provisions as to audit for the time being in force, and in construing the said Sections the Executive Board shall be treated as the Directors mentioned in the said Sections.

#### *NOTICES*

48. Any notice may be served by the Company on any member either personally or by sending it through the post in a prepaid letter, addressed to such person at his registered address as appearing in the Register of Members.
49. Any person described in the Register of Members by an address not within the United Kingdom, who shall from time to time give to the Company an address within the United Kingdom at which notices are to be served upon him, shall be entitled to receive any notice from the Company.
50. Any notice served by post shall be deemed to have been served on the day following that on which the letter containing the same was put into the post office, and in providing such service it shall be sufficient to show that the letter containing the same was properly addressed and put into the post as a prepaid letter.

#### *INDEMNITY*

51. Subject to the provision of Section 310 of the Act any officer of the Company or member of the Executive Board or of any sub-committee, working party, Special or Advisory Committee of the Company shall be: -
  - a. Chargeable only for so much money or property as he shall actually receive for the Company, and
  - b. Answerable only for his own acts or defaults and not for those of any other person or body, nor for any loss or damage of any kind which may happen in the execution of his duties.

## *DISSOLUTION*

52. The provisions of Clause 7 of the Memorandum of Association relating to the winding-up or dissolution of the Company shall have effect and be observed as if the same were repeated in these Articles.