

**ARTICLES OF ASSOCIATION
of
THE COMPULSORY PURCHASE ASSOCIATION**

Date

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**THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
THE COMPULSORY PURCHASE ASSOCIATION (the "Company")**

INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1 INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

"**Act**" means the Companies Act 2006.

"**Articles**" means the Company's articles of association for the time being in force.

"**Bankruptcy**" includes insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy.

Board

"**Board**" comprises the Directors.

"**Director**" means a Director of the Company and includes any person occupying the position of Director, by whatever name called. The Directors are the Board

"**Honorary Secretary**" means the person appointed by the Board of Directors as such pursuant to Article 15.7.

"**Honorary Treasurer**" means the person appointed by the Board of Directors as such pursuant to Article 15.7.

"**Administrator**" means the formally appointed Administrator of the Company and any other person appointed to perform the duties of the administrator of the Company, including a joint, assistant or deputy administrator.

"**Business Day**" means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business.

"**Conflict**" means a situation in which a Director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company.

"**Document**" includes, unless otherwise specified, any document sent or supplied in electronic form.

"**Electronic Form**" has the meaning given in section 1168 of the Act.

"Eligible Director" means a Director who would be entitled to vote on the matter at a meeting of Directors (but excluding in relation to the authorisation of a Conflict pursuant to Article 13, any Director whose vote is not to be counted in respect of the particular matter and excluding generally any Director who is the Administrator).

"Interested Director" has the meaning given in Article 13.1.

Membership

"Corporate Member" means a person whose name is entered in the Register of Member of the Company as a Corporate Member.

"Honorary Member" means a person whose names in entered in the Register of Members of the Company as an Honorary Member.

"Member" means a person whose name in entered in the Register of Members of the Company as an Ordinary Member, Corporate Member, Student Member or Honorary Member and Membership shall be construed accordingly.

"Ordinary Member" means a person whose name is entered in the Register of Members of the Company as an Ordinary Member.

"Student Member" means a person whose name is entered in the Register of Members of the Company as a Student Member.

"Model Articles" means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles.

"Ordinary Resolution" has the meaning given in section 282 of the Act.

"Participate" in relation to a director's meeting, has the meaning given in Model Article 10.

"Proxy Notice" has the meaning given in Model Article 28.

"Rules" means the rules of the Company established in accordance with Article 32.

"Special Resolution" has the meaning given in section 283 of the Act.

"Subsidiary" has the meaning given in section 1159 of the Act.

"Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Act as in force on the date when these articles become binding on the Company.

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- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.5 Any word following the terms "**including**", "**include**", "**in particular**", "**for example**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.6 The Model Articles shall not apply to the Company.

2 OBJECTS

The objects for which the Company is established are to:

- (a) establish a multi-disciplinary association for the public benefit for persons interested and practising in compulsory purchase and compensation in all its forms;
- (b) promote best practice and the highest professional standards among and between practitioners at all levels;
- (c) promote good professional relations between the public and private sectors of compulsory purchase and compensation;
- (d) provide educational services;
- (e) promote and to participate in debate as to matters of current or pending interest in compulsory purchase and compensation, to include participation in consultation with central government and other bodies whether as to perceived problems with the present system of compulsory purchase and compensation in force from time to time, or relative to anticipated or pending changes thereto,

provided that under all circumstances the Company shall provide its services and offer its advice in a strictly non-party political manner.

3 POWERS

In pursuance of the objects set out in Article 2, the Company has the power to:

- (a) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;

- (b) borrow and raise money in such manner as the Directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;
- (c) invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- (d) subscribe for, take, buy 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 government or authority in any part of the world;
- (e) lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any Company, firm or person including any holding Company or subsidiary;
- (f) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Directors, affect or advance the principal object in any way;
- (g) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or Company to pay the same;
- (h) enter into contracts to provide services to or on behalf of other bodies;
- (i) provide and assist in the provision of money, materials or other help;
- (j) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (k) incorporate subsidiary companies to carry on any trade; and
- (l) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in Article 2.

4 INCOME

- 4.1 The income and property of the Company from wherever derived shall be applied solely in promoting the Company's objects.

- 4.2 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:
- (a) reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - (b) any interest on money lent by any Member or any Director at a reasonable and proper rate;
 - (c) reasonable and proper rent for premises demised or let by any Member or director; or
 - (d) reasonable out-of-pocket expenses properly incurred by any Director or other officer of the Company.

5 WINDING UP

On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Company. Such body to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.

6 GUARANTEE

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Member or within one year after he ceases to be a Member, for:

- (a) payment of the Company's debts and liabilities contracted before he ceases to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves.

7 DIRECTORS

7.1 Directors' general authority

Subject to the Articles, the Directors are responsible for the management of the Company's business in accordance with its objects, for which purpose they may exercise all the powers of the Company.

7.2 Members' reserve power

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- (a) The Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
 - (b) No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

7.3 Directors may delegate

- (a) Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:
 - (i) to such person or committee;
 - (ii) by such means (including by power of attorney);
 - (iii) to such an extent;
 - (iv) in relation to such matters or territories; and
 - (v) on such terms and conditions; as they think fit.
- (b) If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- (c) The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

7.4 Directors to take decisions collectively

The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision of the Eligible Directors at a meeting or a decision taken in accordance with article 8.

8 DIRECTORS' UNANIMOUS DECISIONS

- 8.1 A decision of the Directors is taken in accordance with this Article when all Eligible Directors indicate to each other by any means that they share a common view on a matter.
- 8.2 Such a decision may take the form of a resolution in writing, where each Eligible Director has signed one or more copies of it, or to which each Eligible Director has otherwise indicated agreement in writing.
- 8.3 A decision may not be taken in accordance with this Article if the Eligible Directors would not have formed a quorum at such a meeting.

9 CALLING A DIRECTORS' MEETING

- 9.1 Any Director may call a Directors' meeting by giving not less than 5 Business Days' notice of the meeting (or such lesser notice as all the Directors may agree) to the Directors or by authorising the secretary (if any) to give such notice.
- 9.2 Notice of any Directors' meeting must indicate:
- (a) its proposed date and time;
 - (b) where it is to take place; and
 - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 9.3 Notice of a Directors' meeting must be given to each Director, but need not be in writing.
- 9.4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 9.5 A Director who is absent from the UK and who has no registered address in the UK shall not be entitled to notice of the Directors' meeting.

10 PARTICIPATION IN DIRECTORS' MEETINGS

- 10.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- (a) the meeting has been called and takes place in accordance with the Articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 10.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 10.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11 QUORUM FOR DIRECTORS' MEETINGS

- 11.1 Subject to Article 11.2 and Article 11.3, the quorum for the transaction of business at a meeting of Directors is any five Eligible Directors.

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- 11.2 For the purposes of any meeting (or part of a meeting) held pursuant to Article 13 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.
- 11.3 The quorum for the purpose of dealing with any matter relating to the election of Honorary Members or the suspension or expulsion of Members pursuant to Article 22 shall be seven.
- 11.4 If the total number of Directors in office for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
- (a) to call another meeting of the Directors;
 - (b) to appoint further Directors; or
 - (c) to call a general meeting so as to enable the Members to appoint further Directors.

12 CHAIRMAN AND VICE CHAIRMAN

- 12.1 The Chairman and Vice Chairman must be Ordinary Members of the Company (i.e. not Honorary Members, Corporate Members or Student Members) and have served on the Board of Directors.
- 12.2 The Chairman and Vice Chairman shall take post from the Annual General Meeting of the Company at which they are elected and serve until the earlier of the next AGM or 14 months.
- 12.3 The outgoing Chairman shall not be eligible for re-election as Chairman for a period of one year following the end of his or her term of office in that position.
- 12.4 The Chairman and Vice Chairman shall be members of the Board of Directors.
- 12.5 If the numbers of votes for and against a proposal at a meeting of Directors are equal, the Chairman (or other Director chairing) the meeting has a casting vote.
- 12.6 Article 12.5 shall not apply in respect of a particular meeting (or part of a meeting) if, in accordance with the Articles, the chairman or other Director is not an Eligible Director for the purposes of that meeting (or part of a meeting).
- 12.7 If the Chairman or Vice Chairman is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

13 DIRECTORS' CONFLICTS OF INTEREST

- 13.1 The Directors may, in accordance with the requirements set out in this Article, authorise any Conflict proposed to them by any Director which would, if not authorised, involve a Director (an "**Interested Director**") breaching his duty to avoid conflicts of interest under section 175 of the Act.

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- 13.2 Any authorisation under this Article 13 shall be effective only if:
- (a) to the extent permitted by the Act, the matter in question shall have been proposed by any Director for consideration in the same way that any other matter may be proposed to the Directors under the provisions of these Articles or in such other manner as the Directors may determine;
 - (b) any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and
 - (c) the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.
- 13.3 Any authorisation of a Conflict under this Article 13 may (whether at the time of giving the authorisation or subsequently):
- (a) extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;
 - (b) provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Directors or otherwise) related to the Conflict;
 - (c) provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the Directors in relation to any resolution related to the Conflict;
 - (d) impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Directors think fit;
 - (e) provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a Director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and
 - (f) permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Directors and be excused from reviewing papers prepared by, or for, the Directors to the extent they relate to such matters.
- 13.4 Where the Directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Directors in relation to the Conflict.
- 13.5 The Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.

- 13.6 A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 13.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - (b) shall be an Eligible Director for the purposes of any proposed decision of the Directors (or committee of Directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
 - (c) shall be entitled to vote at a meeting of Directors (or of a committee of the Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
 - (d) may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be entitled to remuneration for professional services as if he were not a director;
 - (e) may be a Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and
 - (f) shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.
- 13.8 Subject to Article 13.9, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any Director other than the chairman is to be final and conclusive.
- 13.9 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Directors

at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

14 NUMBER OF DIRECTORS

14.1 The number of Directors (other than alternate Directors) shall not exceed 20, being:

- (a) the Chairman and Vice Chairman;
- (b) the Administrator for so long as such person is appointed to such position;
- (c) up to twelve further Members to be drawn from the Ordinary Members (i.e. not Honorary Members, Corporate Members or Student Members) and to be elected by the membership as a whole;
- (d) up to four further persons (each of whom must be an Ordinary Member, Corporate Member or Student Member) who may be co-opted onto the Board of Directors, to hold office in no case beyond the Annual General Meeting following co-option (but subject to renewal at the discretion of the elected members of the Board of Directors).

14.2 The immediate past chairman of the Company shall be a Director of the Company for one year.

14.3 Elected Directors shall hold office for two years.

14.4 If any elected or co-opted Director resigns during his or her term, the remaining Directors shall co-opt a person to fill the vacancy until the next Annual General Meeting.

15 ELECTION OF DIRECTORS

15.1 Half of the elected members of the Board of Directors shall be elected by the Members as a whole each year and shall hold office from the Annual General Meeting ("**AGM**") at which they are appointed until the second AGM following their appointment at which they should retire. The elected members shall be eligible for re-election. The Directors who shall retire at the first AGM of the Company shall be those Directors who were appointed members of the committee of the Compulsory Purchase Association 2 years prior to the Company's first AGM. On incorporation, all members of the committee of the Compulsory Purchase Association shall be appointed Directors. Those elected as committee members in 2016 shall serve as Directors until 2018 and those elected as committee members in 2015 shall serve as Directors until 2017.

15.2 Nominations for election to the Board shall be invited from the membership at dates agreed by the Board, and nomination window to be at least 4 weeks. Nominations must be submitted to the Honorary Secretary during the window. The nomination window will not be later than 31 August in each year.

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- 15.3 All nominations shall be on a published nomination form in writing, signed by the Member proposing and two other Members seconding the candidate and shall indicate the nominee's willingness to serve if elected.
- 15.4 If the number of nominations exceeds the number of vacancies then the election shall be by ballot. The ballot shall be notified to each member at least fourteen days before the Annual General Meeting. The ballot shall contain the names of all candidates with a note of the number of Directors required. No Member may vote for more nominees than there are vacant places on the Board of Directors. The ballot may be conducted electronically.
- 15.5 The Honorary Secretary of the Committee shall act as election officer for any election. In the event of any conflict the Chairman or Vice-Chairman shall act as election officer and shall have a casting vote in the case of any tie on a ballot.
- 15.6 The results of any election shall be announced at the Annual General Meeting.
- 15.7 The Board of Directors shall elect from time to time by a majority vote the Honorary Treasurer and the Honorary Secretary from amongst its members.

16 TERMINATION OF DIRECTOR'S APPOINTMENT

16.1 A person ceases to be a Director as soon as:

- (a) that person ceases to be a Director by virtue of any provision of the Act or is prohibited from being a Director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

16.2 Directors' expenses

- (a) The Company may pay any reasonable expenses which the Directors (including alternate Directors) and the secretary properly incur in connection with their attendance at:

- (i) meetings of Directors or committees of Directors, or
- (ii) general meetings.

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

17 SUB-COMMITTEES AND WORKING PARTIES

17.1 The Board of Directors shall be entitled to create sub-committees comprised of members of the Board of Directors or working parties comprising members of the Board of Directors and other Members of the Company co-opted for that specific purpose and such other persons not being Members who the Board of Directors consider suitable to consider such matters as they and each of them may from time to time be asked to consider and such sub-committees or working parties shall report to the Board of Directors.

17.2 It shall be the responsibility of the Board of Directors (among other things) to establish working parties on an ad hoc basis to consider matters of common public and professional interest as and when there shall be a need to do so in order to meet the objectives of the Company. The membership of each such working party shall be multi-disciplinary (if deemed appropriate by the Board) and shall reflect the range of professional qualifications of the Company to the intent that such working parties shall procure the best advice available from the Company in relation to whatever topic such working party might be asked to advise upon.

18 BRANCHES

The Board of Directors may from time to time establish branches of the Company for particular geographic areas or groups of Members and shall appoint from time to time a convenor for each branch so established. The purpose of the branches shall be to arrange meetings for the benefit of Members in its relevant area or group to further the objectives of the Company. The convenor shall be responsible for reporting to the Board of Directors on an annual basis on the activities of the branch.

19 ADMINISTRATOR

The Directors may appoint any person who is willing to act as the Secretary or the administrator for such term, at such remuneration and upon such conditions as they may think fit and from time to time remove such persons and, if the Directors so decide, appoint a replacement, in each case by a decision of the Directors.

20 RECORDS OF DECISIONS TO BE KEPT

- (a) The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

- (b) Where decisions of the Directors are taken by electronic means, such decisions shall be recorded by the Directors in permanent form, so that they may be read with the naked eye.

21 MEMBERSHIP

21.1 The Company shall admit to Membership an individual or organisation which:

- (a) applies to the Company using the application process approved by the Directors; and
- (b) is approved by the Directors.

21.2 Membership of the Company shall consist of Ordinary Members, Honorary Members, Corporate Members and Student Members.

21.3 Ordinary Members and Corporate Members shall be entitled to call themselves Members of the Compulsory Purchase Association. Honorary Members shall be entitled to call themselves Honorary Members.

21.4 Members

- (a) No person shall be eligible for admission as a Member of the Company unless the Directors are satisfied that the person has a substantial professional interest in the field of compulsory purchase and compensation and either:
- (i) holds a professional qualification issued by one of the professional institutions listed in the first part of the schedule hereto; or
- (ii) is or has been a practising barrister, solicitor or equivalent; or
- (iii) falls within the second part of the schedule hereto.
- (b) The Directors may from time to time add to or delete from the list of professional institutions and/or organisations, set out in the Schedule.

21.5 Honorary Members

- (a) Every Honorary Member shall be eligible by reason of position, experience, eminence or worthiness.
- (b) The Directors may from time to time offer Honorary Membership of the Association to such persons as the Directors consider, in their absolute discretion, fulfil the criteria in Article 21.5(a) above and if such offer is accepted that person will become an Honorary Member.
- (c) An Honorary Member shall have all the privileges of membership and of being present and taking part in all meetings of the Members, but shall not be called upon to pay the annual subscription.

21.6 Corporate Members

Any Public Sector Organisation, being a public or local authority (including any Central Government Department or agency), statutory agency (for example, the Environment Agency or Highways England), non-profit statutory undertaker or public trust shall have the right to nominate up to nine persons for admission as a Corporate Member of the Association PROVIDED THAT each such nominated person shall be:

- (a) employed by the nominating Public Sector Organisation; and
- (b) a person eligible to admission for Membership of the Company under Article 21.4(a) above.

21.7 Student Members

- (a) No person shall be eligible for admission as a Student Member of the Association unless the Committee is satisfied that the person:
 - (i) has a substantial interest in the field of compulsory purchase and compensation; and
 - (ii) is (as appropriate) a full or part-time student of any degree or other course or is in the course of completion of training for full membership of any of the organisations listed in either part of the Schedule hereto.
- (b) No person who is for the time being a Student Member of the Company shall be entitled to participation in any vote of the Company.

21.8 The Directors may in their absolute discretion decline to accept any application for Membership and need not give reasons for doing so.

21.9 The Directors may prescribe additional criteria for Membership of the Company but shall not be obliged to accept persons fulfilling those criteria as Members.

22 EXPULSION OF MEMBER

22.1 The Directors may terminate or suspend the Membership of any Member without his consent by giving the Member 14 days written notice if, in the reasonable opinion of the Directors, the Member:

- (a) is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members and Directors into disrepute; or
- (b) has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
- (c) has failed to observe the terms of these Articles and the Rules.

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- 22.2 Following any termination, the Member shall be removed from the Register of Members.
- 22.3 A Member whose membership is suspended in accordance with Article 22.1 may not attend any exclusive membership only meeting or seminar/or event held by the Company or be entitled to participate in any vote of the Company until their period of suspension has expired.
- 22.4 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why his membership should not be terminated. The Directors must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the Directors to terminate the Membership of a Member.
- 22.5 A Member shall not be suspended or expelled except by a majority vote of two thirds of the Eligible Directors voting in relation to such matter.
- 22.6 A Member whose Membership is terminated under this Article shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the Company any subscription or other sum owed by him.

DECISION MAKING BY MEMBERS

23 MEMBERS MEETINGS

- 23.1 The annual general meeting of the Company shall take place in October of each year (or such other month as the Directors shall determine) for the purpose of receiving accounts and reports, to elect the Chairman, Vice Chairman and Board of Directors and to undertake such other special business as may from time to time be required.
- 23.2 On the requisition of fifty Members (or, if lower, such number of Members who represent at least 5 per cent of total voting rights of all Members having the right to vote at general meetings of the Company), the Honorary Secretary shall summon a general meeting of the Company to take place within 21 days of the receipt of the requisition. Fourteen clear days' notice of such meeting stating the business to be transacted thereat shall be given to all Members.
- 23.3 Other meetings of the Company shall be held from time to time as deemed suitable by the Board of Directors for the purpose of promoting the objectives of the Company.
- 23.4 The Chairman of the Board of Directors shall be entitled to propose a motion to hold a general meeting of the Company at any meeting of the Board of Directors. Where it is resolved to hold a general meeting, the Honorary Secretary shall summon a general meeting of the Company to take place within two months of the decision by the Board of Directors and shall give at least fourteen clear days' notice of such meeting to all members stating the business to be transacted thereat.
- 23.5 The Chairman of the general meeting may (other than in relation to any matters considered at a general meeting requisitioned by Members in accordance with Article 23.2) at his/her absolute discretion withdraw any matter proposed to be considered at such meeting prior to

any vote of the Members thereon and to instead propose that such matter be determined on a poll of all of the Members by way of written resolution.

- 23.6 Any matter determined by the Members by a vote at a general meeting of the Company may be referred by the Chairman of the general meeting, the Board of Directors (or, if required, under the terms of the relevant resolution) for further consideration, on a poll of all of the Members by way of written resolution.

24 ORGANISATION OF GENERAL MEETINGS ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

24.1 Attendance and speaking at general meetings

- (a) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- (b) A person is able to exercise the right to vote at a general meeting when:
 - (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- (c) The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (d) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- (e) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

24.2 Quorum for general meetings

No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum. Two or more members attending will constitute a quorum at a general meeting.

24.3 Chairing general meetings

- (a) If the Directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

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- (b) If the Directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
- (i) the Directors present, or
 - (ii) (if no Directors are present), the meeting,
- must appoint a Director or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- (c) The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

24.4 **Attendance and speaking by Directors and non-members**

- (a) Directors may attend and speak at general meetings, whether or not they are members.
- (b) The chairman of the meeting may permit other persons who are not members of the Company to attend and speak at a general meeting.

24.5 **Adjournment**

- (a) If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.
- (b) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
 - (i) the meeting consents to an adjournment, or
 - (ii) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (c) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (d) When adjourning a general meeting, the chairman of the meeting must:
 - (i) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and
 - (ii) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- (e) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
 - (i) to the same persons to whom notice of the Company's general meetings is required to be given, and
 - (ii) containing the same information which such notice is required to contain.
- (f) No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

25 VOTES OF MEMBERS

25.1 Voting general

- (a) A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- (b) Subject to the Act and Article 28, at any general meeting:
 - (i) every Member who is present in person (or by proxy) shall on a show of hands have one vote; and
 - (ii) every Member present in person (or by proxy) shall on a poll have one vote.

26 ERRORS AND DISPUTES

- 26.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 26.2 Any such objection must be referred to the chairman of the meeting whose decision is final.

27 POLL VOTES

- 27.1 A poll on a resolution may be demanded:
 - (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 27.2 A poll may be demanded at any general meeting by any qualifying person (as defined in section 318(3) of the Act) present and entitled to vote at the meeting.
- 27.3 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal.

27.4 A demand so withdrawn shall not invalidate the result of a show of hands declared before the demand was made.

27.5 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

28 PROXIES

28.1 Content of proxy notices

- (a) Proxies may only validly be appointed by a notice in writing (a "**proxy notice**") which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - (iv) is delivered to the Company in accordance with the articles not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in accordance with any instruction contained in the notice of general meeting (or adjourned meeting) to which they relate

and a proxy notice which is not delivered in such manner shall be invalid, unless the Directors, in their discretion accept the notice at any time before the meeting.

- (b) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as:
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

28.2 Delivery of proxy notices

- (a) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that person.
- (b) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (d) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

29 AMENDMENTS TO RESOLUTIONS

- (a) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (i) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - (ii) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (b) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - (i) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - (ii) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (c) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

ADMINISTRATIVE ARRANGEMENTS

30 MEANS OF COMMUNICATION TO BE USED

- 30.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:

- (a) if properly addressed (which for these purposes means addressed to the address which a member has last provided to the Company) and sent or supplied by electronic means, one hour after the document or information was sent or supplied; and
- (b) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this Article, no account shall be taken of any part of a day that is not a Business Day.

- 30.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.
- 30.3 Members are responsible for notifying the CPA of any changes in contact details. Such contact details must be to the member, not a clerk, secretary and must not be a generic address.

31 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a member.

32 RULES

The Directors may establish rules governing matters relating to Company administration that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of Members, Membership fees and subscriptions and the admission criteria for Members). If any Member wishes to propose a new rule, an amendment to an existing rule, or the suspension or alteration of any rule, notice thereof must be given in writing to the Hon. Secretary together with full text of the rule proposed and a statement of reasons and the Board of Directors shall consider whether the proposed rule should be added, amended, suspended or otherwise at the next meeting of the Board of Directors.

33 CHANGING THE ARTICLES OF ASSOCIATION

No new clause or any amendment or suspension to any existing clause in these Articles of Association shall be made except by 75% of those present and voting at an Annual General meeting or a duly requisitioned Extraordinary General Meeting of the Association in respect of which not less than fourteen days prior notice has been given to all members.

34 INDEMNITY AND INSURANCE

- 34.1 Subject to Article 34.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- (a) each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them, including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated Company's) affairs; and
- (b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 34.1(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

34.2 This Article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

34.3 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

34.4 In this Article:

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
- (b) a "**relevant loss**" means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated Company or any pension fund or employees' share scheme of the Company or associated Company; and
- (c) a "**relevant officer**" means any Director or other officer or former Director or other officer of the Company or an associated Company, but excluding in each case any person engaged by the Company (or associated Company) as auditor (whether or not he is also a Director or other officer), to the extent he acts in his capacity as auditor).

THE SCHEDULE

Part 1

Institute of Highway Engineers
Association of Chartered Certified Accountants
Central Association of Agricultural Valuers
Chartered Institute of Building
Chartered Institute of Housing
Chartered Institute of Management Accountants
Institute of Chartered Accountants in England and Wales
Institute of Chartered Accountants in Ireland
Institute of Chartered Accountants of Scotland
Institute of Civil Engineers
Institute of Legal Executives
Institute of Revenues, Rating and Valuation
Royal Institution of Chartered Surveyors
Royal Town Planning Institute
Association of Building Engineers
National Association of Estate Agents
Institution of Commercial and Business Agents
International Rights of Way Association

Part 2

Civil Servants and Local Government Officers engaged in the promotion and administration of compulsory purchase orders or the negotiation and determination of compensation.

Persons engaged in undertaking land referencing for compulsory purchase.