

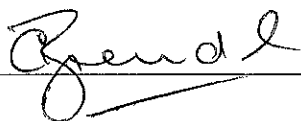
**COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION
of
THE TEST AND ITCHEN ASSOCIATION LIMITED**

Company Number: 00413521

Date of Incorporation: 24 June 1946

Adopted by special resolution passed on 6th November 2011



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**COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

- of -

THE TEST AND ITCHEN ASSOCIATION LIMITED

DEFINITIONS AND INTERPRETATION

1 Definitions and interpretation

1.1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

Act	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
Articles	means these Articles of Association;
Association	means The Test and Itchen Association Limited;
The Board	The Board of Directors for the time being appointed in accordance with these Articles;
Chairman	the person elected by resolution of the Members under Article 23.2, ex-officio a Director of the Association and chairman of the Board;
clear days	in relation to a period of notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
Director	means a director of the Association and includes any person occupying the position of director, by whatever name called;

document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	has the meaning given in the Act;
Guarantee Fund	a fund created on the incorporation of the Association in 1946
Member	means a person who is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;
Memorandum	means the memorandum of association of the Association;
Objects	The objects of the Association as set out in Article 4;
Ordinary Resolution	means a resolution (of the Members or, if applicable, a class of the Members) that is passed: <ul style="list-style-type: none"> (i) if a written resolution, by members representing a simple majority of the total voting rights of eligible Members; (ii) on a show of hands at a meeting, by a simple majority of the votes cast by those entitled to vote; (iii) on a poll at a meeting, by Members representing a simple majority of the total voting rights of Members who (being entitled to do so) vote in person or by proxy;
proxy notice	has the meaning given in Article 16;
Seal	means the common seal of the Association;
Secretary	means any person appointed to perform the duties of the secretary of the Association;
Special Register	a record of those Members who contribute to the Guarantee Fund as set out in Article 27.3;
Special Resolution	means a resolution (of the Members or, if applicable, a class of the Members) passed: <ul style="list-style-type: none"> (i) if a written resolution, by Members representing not less than 75% of the total voting rights of eligible Members; (ii) on a show of hands at a meeting, by a majority not less than 75% of the votes cast by those entitled to vote;

- (iii) on a poll at a meeting, by Members representing not less than 75% of the total voting rights of the Members who (being entitled to do so) vote in person or by proxy;

United Kingdom means the United Kingdom of Great Britain and Northern Ireland.

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, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Association.
- 1.3 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.
- 1.4 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1.5 The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) shall not apply to the Association.

ASSOCIATION DETAILS

2 Name

The name of the Association is The Test and Itchen Association Limited.

3 Registered office

The registered office of the Association is to be situated in England and Wales.

OBJECTS AND POWERS

4 Objects

The Association's objects are:

- 4.1 To conserve the waters of the Rivers Test, Itchen and Meon and their tributaries, and to prevent the abstraction, obstruction, or pollution thereof or the doing of any act or thing by any Riparian Owner, person, or authority calculated to interfere with, spoil, or depreciate Game Fishing on the said Rivers and their tributaries, or the fishery and other rights of Members of the Association.
- 4.2 To promote the interest of Game Fishing on the said rivers and to encourage and support the preservation, maintenance, protection, and improvement of the said Rivers, their respective tributaries and valleys, and the fishing, sporting, agricultural, scenic and other rights and amenities associated therewith.
- 4.3 To encourage the preservation and culture of game fish by all Riparian Owners thereon, to carry out a periodic analysis of the waters thereof, and to advise as to weed cutting, river cleaning, the opening and closing of sluices and hatches, the repair of river banks, and all other matters in respect thereof which are the mutual concern of Riparian Owners.

5 Powers

In furtherance of the Objects, but not further or otherwise, and in addition to any other powers it may have the Association shall have power:

- 5.1 To obtain, promote, support, or oppose, by Petition or otherwise, any Act of Parliament or other order or authority or to promote, support or oppose legislative or other measures or proceedings in respect of any matter which is calculated directly or indirectly to threaten the conservation of water in the said Rivers or their tributaries, or the supply of water therein, whether from underground sources or from the surface of the land, or which is otherwise calculated to prejudice the objects of the Association, and for that purpose to be represented at any Court, Board, Committee, Commission, Enquiry, Proceedings, or Application appointed or held in connection with the said Rivers, their tributaries, or any of them, and to bring, defend, or be represented at any other proceedings in any Court or before any Board, Committee, Commission, or Enquiry for the purpose of establishing or safeguarding the objects of the Association.
- 5.2 To give financial or other assistance to any person, body, or Member engaged or proposing to engage in any activity tending or likely to tend to the advantage of the Association or of its Members or to the advancement of its objects or any of them.
- 5.3 to accept any gift or transfer of money or any other property whether or not subject to any special trust;

- 5.4 to borrow and raise money for any of the purposes of the Association, and for this purpose to mortgage or charge any of the property and assets, both present and future of the Association;
- 5.5 to buy, take on lease or exchange, hire or otherwise acquire and hold any real or personal estate;
- 5.6 to maintain, alter or equip for use any real or personal estate;
- 5.7 to erect, maintain, improve, or alter any buildings in which the Association for the time being has an interest;
- 5.8 to sell, lease or otherwise dispose of all or any part of the real or personal estate belonging to the Association;
- 5.9 to co-operate, including exchanging information and advice, and enter into arrangements with other bodies, international, national, local or otherwise;
- 5.10 to establish or support any charitable trusts, associations, companies, institutions or other bodies formed for any of the purposes included in the Objects;
- 5.11 to acquire or merge with any other company;
- 5.12 to enter into partnership, joint venture or other arrangement with any body with objects similar in whole or part to the Objects;
- 5.13 to affiliate to or accept affiliation from any body with objects similar in whole or part to the Objects;
- 5.14 to deposit or invest funds with all the powers of a beneficial owner;
- 5.15 to insure and arrange insurance cover of every kind and nature in respect of the Association, its property and assets and take out other insurance policies to protect the Association, its employees, volunteers or members as required;
- 5.16 to provide indemnity insurance to cover the liability of the Directors or any other officer of the Association;
- 5.17 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Association;
- 5.18 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or employees for the time being of the Association or their dependants;
- 5.19 to enter into contracts to provide services to or on behalf of other bodies;
- 5.20 to establish subsidiary companies to assist or act as agents for the Association;
- 5.21 to publish or distribute information;
- 5.22 to hold exhibitions, meetings, lectures, classes, seminars or courses either alone or with others;

- 5.23 to cause to be written, printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents, films, recorded tapes or materials reproduced on electronic media;
- 5.24 to foster and undertake research into any aspect of the Objects and the Association's work and to disseminate and exchange the results of any such research;
- 5.25 to act as trustee of any trust;
- 5.26 to make any charitable donation either in cash or assets;
- 5.27 to do all such other lawful things as are calculated to further the Objects, or any of them, or are incidental or conducive to doing so.

APPLICATION, PAYMENT OR DISTRIBUTION OF THE ASSOCIATION'S PROPERTY AND INCOME AND LIMITED LIABILITY OF MEMBERS

6 Application of income and property

- 6.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 6.2 None of the income or property of the Association may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to Members of the Association. This does not prevent a Member of the Association receiving:
 - 6.2.1 a benefit from the Association in the capacity of a beneficiary of the Association;
 - 6.2.2 reasonable and proper remuneration for any goods or services rendered to the Association;
 - 6.2.3 reasonable and proper rent for premises demised or let to the Association;
 - 6.2.4 any premium in respect of insurance to cover any of the liabilities specified in Article 5;
 - 6.2.5 reasonable out-of-pocket expenses properly incurred when acting on behalf of the Association;
 - 6.2.6 financial or other assistance for engaging in any activity tending or likely to tend to the advantage of the association or of its Members or to the advancement of the Objects or any of them.

7 Conflicts of interests

- 7.1 The directors may, in accordance with the requirements set out in this article, authorise any matter proposed to them by any director which would, if not authorised,

involve a director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest ('Conflict').

7.2 Any authorisation under this article will be effective only if:

7.2.1 the matter in question shall have been proposed by any director for consideration at a meeting of directors 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;

7.2.2 any requirement as to the quorum at the meeting of the directors at which the matter is considered is met without counting the director in question; and

7.2.3 the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.

7.3 Any authorisation of a Conflict under this article may (whether at the time of giving the authorisation or subsequently):

7.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the Conflict so authorised;

7.3.2 be subject to such terms and for such duration, or impose such limits or conditions as the directors may determine;

7.3.3 be terminated or varied by the directors at any time.

This will not affect anything done by the director prior to such termination or variation in accordance with the terms of the authorisation.

7.4 In authorising a Conflict the directors may decide (whether at the time of giving the authorisation or subsequently) that if a director has obtained any information through his involvement in the Conflict otherwise than as a director of the company and in respect of which he owes a duty of confidentiality to another person the director is under no obligation to:

7.4.1 disclose such information to the directors or to any director or other officer or employee of the company;

7.4.2 use or apply any such information in performing his duties as a director;

where to do so would amount to a breach of that confidence.

7.5 Where the directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authorisation or subsequently) that the director:

- 7.5.1 is excluded from discussions (whether at meetings of directors or otherwise) related to the Conflict;
- 7.5.2 is not given any documents or other information relating to the Conflict;
- 7.5.3 may or may not vote (or may or may not be counted in the quorum) at any future meeting of directors in relation to any resolution relating to the Conflict.

7.6 Where the directors authorise a Conflict:

- 7.6.1 the director will be obliged to conduct himself in accordance with any terms imposed by the directors in relation to the Conflict;
- 7.6.2 the director will not infringe any duty he owes to the company by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the directors impose in respect of its authorisation.

7.7 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 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.

8 Limited liability of Members

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

- 8.1 payment of the debts and liabilities of the Association contracted before he ceases to be a Member,
- 8.2 payment of the costs, charges and expenses of winding up, and
- 8.3 adjustment of the rights of the contributories among themselves.

9 Dissolution

9.1 If on the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or

transferred to some other company, organisation or institution having objects which are similar to the Objects and which shall prohibit the payment of any dividend or profit to, or the distribution of its assets amongst its members, to an extent at least as great as is imposed on the Association by virtue of clause 6 above, such company, organisation or institution to be determined by the Members of the Association at or before the time of dissolution, and if and so far as effect cannot be given to the foregoing provisions, then to some charitable object.

MEMBERSHIP

10 Members

- 10.1 Any Director shall, by agreeing to become a Director, agree to become a Member of the Association and accordingly shall be admitted to membership of the Association on his appointment as Director.
- 10.2 Membership of the Association is open to any individual who or organisation which:
- 10.2.1 applies to the Association in the form required by the Directors; or
 - 10.2.2 gives written consent to his name being placed on the register of members; and
 - 10.2.3 is approved by the Directors or their approved officer.
- 10.3 An application for membership may be approved or rejected by the Directors and no application shall be admitted to membership of the Association unless their application for membership has been approved by the Directors.
- 10.4 Membership subscriptions shall be such sum per annum as shall from time to time be fixed by the Board and may be a graduated or varying subscription in accordance with such regulations as the Board shall from time to time prescribe. Membership subscriptions shall be paid on the first day of January in every year. Any Member may withdraw from the Association by giving notice in writing to the Association of his intention so to do, and upon the service of such notice he shall cease to be a Member.
- 10.5 Membership is not transferable.
- 10.6 The Association shall maintain a register of Members.

11 Classes of membership

- 11.1 As at the date of adoption of these Articles, the Association has two classes of Member: Ordinary Members and Honorary Members.
- 11.2 Ordinary Members have the voting rights and all other privileges as set out under these Articles.

- 11.3 Honorary Members are not entitled to vote and have none of the other membership rights under these Articles other than the right to attend general meetings.
- 11.4 The Directors may establish other classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions.

12 Termination of membership

Membership is terminated if:

- 12.1 the Member dies or, if it is an organisation, ceases to exist;
- 12.2 the Member retires by written notice to the Association provided that after such retirement the number of Members is not less than two;
- 12.3 any sum due from the Member to the Association has been wholly or partly outstanding for at least six months and the Association serves notice in writing on the Member terminating the membership. In such circumstances the termination of membership shall take effect from the date and time when the notice is served;
- 12.4 the Member is removed from membership by a resolution of the Directors that it is in the best interests of the Association that his or her membership is terminated, passed by the votes of 75% of the Board present at a Meeting convened by notice specifying the intention to propose such a resolution. Such a resolution may only be passed if:
- 12.4.1 the Member has been given at least 21 clear days notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons for its proposal; and
- 12.4.2 the Member or, at the option of the Member, the Member's representative, who need not be a Member of the Association, has been permitted to make representations to the meeting.

MEETINGS OF MEMBERS

13 Annual general meetings

- 13.1 The Association shall each year hold a general meeting as its Annual General Meeting (**AGM**) in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.
- 13.2 Not more than fifteen months shall elapse between the date of one AGM of the Association and that of the next.
- 13.3 The AGM shall be held at such time and place in England as the Directors shall appoint.

13.4 The business to be transacted at an AGM shall include the consideration of the accounts, balance sheets, and the reports of the Directors and auditors and the appointment of, and the fixing of the remuneration of, the auditors.

14 General meetings

14.1 The Directors may call general meetings.

14.2 On the requisition of Members pursuant to the Act the Directors shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Directors to call a general meeting, any Director or any Member may call a general meeting in accordance with the provisions of the Act.

15 Notice of general meetings

15.1 General meetings shall be called by at least 21 clear days' notice.

15.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90% of the total voting rights at that meeting of all the Members.

15.3 The notice shall specify the place, the day and the time of meeting, the general nature of the business to be transacted and a statement pursuant to the Act informing the Member of his rights regarding proxies.

15.4 Subject to the provisions of the Articles and to any restrictions imposed on any classes of membership, notice of general meeting shall be given in any manner authorised by these Articles to:

15.4.1 every Member except those Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them;

15.4.2 the auditor for the time being of the Association; and

15.4.3 each Director.

No other person shall be entitled to receive notice of general meetings.

15.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

15.6 A Member present at any meeting of the Association either in person or by proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

16 Proxies

- 16.1 A Member is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a meeting of the Association.
- 16.2 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 16.2.1 states the name and address of the Member appointing the proxy;
 - 16.2.2 identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - 16.2.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - 16.2.4 is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 16.3 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes. In default of any other form of proxy notice being specified, the following form may be used:

I,, of, being a member of the Test and Itchen Association Limited, hereby appoint of, or failing him, of, as my proxy to vote in my name and on my behalf at the general meeting of the Association to be held on [*date*], and at any adjournment thereof.

Signed on [*insert date*]"

- 16.4 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. In default of any other form of proxy notice being specified, the following form may be used for this purpose:

I,, of, being a member of the Test and Itchen Association Limited, hereby appoint of, or failing him, of, as my proxy to vote in my name and on my behalf at the general meeting of the Association to be held on [*date*], and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:

Resolution No. 1 *for *against [*vote withheld] [*discretionary]

Resolution No. 2 *for *against [*vote withheld] [*discretionary].

*Strike out whichever is not desired.

Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.

Signed on [*insert date*]”.

- 16.5 Unless a proxy notice indicates otherwise, it must be treated as:
- 16.5.1 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
 - 16.5.2 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.
- 16.6 Proxy notices may:
- 16.6.1 in the case of an instrument in writing be deposited at the office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting not less than 48 hours (not including any part of a day that is not a working day) before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
 - 16.6.2 in the case of an appointment in electronic form, where an address has been specified for the purpose of receiving documents in electronic form:
 - 16.6.2.1 in the notice convening the meeting, or
 - 16.6.2.2 in any instrument of proxy sent out by the Association in relation to the meeting, or
 - 16.6.2.3 in any invitation in electronic form to appoint a proxy issued by the Association in relation to the meeting,be received at such address not less than 48 hours before (including any part of a day that is not a working day) the time for holding the meeting or adjourned meeting at which the person named in the proxy notice proposes to vote;
 - 16.6.3 in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded and not less than 24 hours before (including any part of a day that is not a working day) the time appointed for the taking of the poll; or
 - 16.6.4 in the case of a poll which is not taken forthwith but taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director;
- and a proxy notice which is not deposited, delivered or received in a manner so permitted shall be invalid.

- 16.7 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 Association by or on behalf of that person.
- 16.8 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 16.9 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.

17 Representation of organisations at general meetings

- 17.1 Where an organisation is a Member of the Association, it may authorise any person to act as its representative at any meeting of the Association. Such a representative shall, subject to Article 17.2, be entitled to exercise on behalf of the Member organisation the same powers as the organisation could exercise if it were an individual member of the Association.
- 17.2 Written notice of the representative's authority shall be given to the Association, failing which the Association shall not be required to accept the right of the representative to exercise the organisation's rights at meetings. Any such notice given to the Association shall be conclusive evidence that the representative is entitled to represent the organisation and that his or her authority has not been revoked. The Association shall not be required to consider whether the representative has been properly authorised by the organisation.
- 17.3 The Association shall be entitled to regard the representative as eligible to represent the Member organisation until written notice to the contrary is received by the Association.

18 Organisation at general meetings

- 18.1 No business shall be transacted at any general meeting unless a quorum is present.
- 18.2 Three persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of a corporation, shall be a quorum.
- 18.3 There shall be a chairman of every general meeting:
- 18.3.1 The Chairman shall chair every general meeting of the Association.
 - 18.3.2 In his absence the vice-chairman, if any, of the Directors shall act as chairman.
 - 18.3.3 If at any meeting neither the Chairman nor the vice-chairman is present within fifteen minutes after the time appointed for the holding of the

meeting and willing to act, the members present shall elect another Director to chair the meeting.

- 18.3.4 If at any meeting no Director is willing to act as chairman or if no Director is present within fifteen minutes after the time appointed for the holding of the meeting, the Members present shall choose one of their number to chair the meeting.
- 18.4 If within thirty minutes from the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting:
 - 18.4.1 if convened on the requisition of Members, shall be dissolved;
 - 18.4.2 in any other case, shall be 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 chairman may determine.
- 18.5 In relation to adjournment of meetings:
 - 18.5.1 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;
 - 18.5.2 when a meeting is adjourned for fourteen days or more, the Association shall give at least seven clear days' notice of it to the same persons to whom notice of the Association's general meetings is required to be given, and containing the same information which such notice is required to contain;
 - 18.5.3 otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

DECISIONS OF MEMBERS

19 Voting at general meetings

- 19.1 A resolution put to the vote of a general meeting shall be decided on a show of hands unless a poll is duly demanded.
- 19.2 Unless a poll is duly demanded, a declaration by the chairman and an entry to that effect in the minutes of proceedings of the Association that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 19.3 A poll on a resolution may be demanded:
 - 19.3.1 in advance of the general meeting where it is to be put to the vote, or

- 19.3.2 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.
- 19.4 A poll may be demanded by:
- 19.4.1 the chairman of the meeting; or
- 19.4.2 three or more persons having the right to vote on the resolution.
- 19.5 A demand for a poll may be withdrawn if:
- 19.5.1 the poll has not yet been taken, and
- 19.5.2 the chairman of the meeting consents to the withdrawal.
- 19.6 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the chairman of the meeting directs, save that it must be taken within thirty days after it was demanded.
- 19.7 If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 19.8 The poll shall be taken in such manner as the chairman of the meeting directs.
- 19.9 The chairman of the meeting may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the end of the meeting at which the poll was demanded, save where there are other polls still to be taken in respect of the same meeting.
- 19.10 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.
- 19.11 In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

20 Votes of members

- 20.1 Subject to the provisions of these Articles and the rules governing classes of membership that may be created from time to time by the Directors, every Member, whether an individual or organisation, has one vote, save Honorary Members who are not entitled to vote. In addition, where graduated or varying subscription levels are charged to Members in accordance with Articles 10.4 then a Member who is charged a subscription fee for a year (the "Elevated Fee") which is higher than the lowest subscription fee level ("the Basic Subscription") shall on a poll held in that year be entitled to one extra vote for each multiple of the Basic Subscription by which the Elevated Fee is in excess of the Basic Subscription.

- 20.2 Subject to the provisions of these articles no person other than a Member duly registered, and who has paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, is entitled to be present or to vote on any question either personally or by proxy at any General Meeting.
- 20.3 Subject to Article 20.5, on a vote on a resolution on a show of hands at a meeting,
- 20.3.1 every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote, save that a proxy has one vote for and one vote against the resolution if:
- (a) the proxy has been duly appointed by more than one member entitled to vote on the resolution, and
 - (b) the proxy has been instructed by one or more members to vote for the resolution and by one or more other of those members to vote against it.
- 20.3.2 each person authorised and eligible to vote in accordance with Article 17 has the same voting rights as the Member organisation which it represents, save that:
- (a) if more than one person has been authorised in respect of a vote by the same Member organisation, and
 - (b) those authorised persons do not vote on the resolution in the same way as each other
- then, they shall be treated as not having voted on the resolution.
- 20.4 Subject to Article 20.5, on a vote on a resolution on a poll taken at a meeting:
- 20.4.1 all or any of the voting rights of a Member may be exercised by one or more duly appointed proxies;
- 20.4.2 all or any of the voting rights of a Member which is an organisation may be exercised by one or more representatives authorised and eligible to vote in accordance with Article 17.
- 20.5 Where a Member:
- 20.5.1 is an individual and appoints more than one proxy, the exercise by the proxies taken together shall not give more extensive voting rights to that Member than could be exercised by the Member in person;
- 20.5.2 is an organisation and authorises more than one representative, the exercise by the representatives taken together shall not give more extensive voting rights to that Member than could be exercised by the Member in person.

20.6 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

21 Written resolutions

21.1 Save for a resolution to remove a Director before the expiration of his period of office or to remove an auditor before the expiration of his term of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.

21.2 A written resolution shall lapse if it is not passed before the end of 28 days beginning with the date on which the resolution is circulated in accordance with the Act.

DIRECTORS

22 Directors

22.1 Unless otherwise determined by Ordinary Resolution the maximum number of Directors shall be ten and the minimum number of Directors shall be five, excluding the Chairman who is a Director ex officio.

23 Appointment of Directors

23.1 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:

23.1.1 by Ordinary Resolution, or

23.1.2 by a simple majority of all the Directors entitled to attend and vote at any meeting of the Directors.

23.2 The Chairman shall be elected by Ordinary Resolution of the Members.

23.3 No appointment of a Director, whether by the Association in general meeting or by the other Directors, may be made which would cause the number of Directors to exceed any number fixed as the maximum number of Directors.

23.4 Subject to Articles 24 and 25 a Director (including the Chairman) shall hold office until his retirement in accordance with Article 26.

24 Removal of Directors

24.1 The Association may by Ordinary Resolution of which special notice has been given to the Association in accordance with the Act remove any Director before the

expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Association and such Director.

- 24.2 Subject to Article 24.3 below, the Directors may by a two-thirds majority of those present and voting resolve to terminate the office of any Director for good and sufficient reason, which shall include but not be limited to being in substantial breach of these Articles, bringing the Association into disrepute or otherwise causing detriment to the name and/or goodwill of the Association.
- 24.3 Before the Directors exercise the power in Article 24.2 above, the Director concerned shall be given the opportunity to be heard by the other Directors, and to be accompanied at such hearing by a person of his choice, before a final decision is made.

25 Disqualification or vacation of office of Directors

The office of Director shall be vacated if:

- 25.1 the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;
- 25.2 the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 25.3 a registered medical practitioner who is treating the Director gives a written opinion to the Association stating that the Director has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- 25.4 by reason of the Director's mental health, a court makes an order which wholly or partly prevents the Director from personally exercising any powers or rights which he would otherwise have;
- 25.5 the Director resigns his office by written notice to the Association provided at least five Directors remain in office after the resignation takes effect;
- 25.6 the Director is absent from all Directors' meetings without leave for six months and the Directors resolve that the office be vacated;
- 25.7 he ceases for any reason to be a Member; or
- 25.8 fails to agree to a request by the Board for a Criminal Records Bureau check (or equivalent) to be undertaken in respect of them.

26 Retirement of Directors

- 26.1 At every AGM one third of the Directors or if their number is not three or a multiple of three, the number nearest to one third shall retire from office.

- 26.2 The Directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became appointed or were last re-appointed on the same day those to retire shall (unless they otherwise agree among themselves) be determined by a secret ballot of all the Directors.
- 26.3 A person retiring from the office of Director shall be eligible for re-election.
- 26.4 No Director shall serve for a consecutive period of more than 9 years save with approval by resolution of the Members.

27 Powers and duties of the Directors

- 27.1 Subject to the provisions of the Act and the Articles and to any directions given by Special Resolution, the business of the Association shall be managed by the Directors who may exercise all the powers of the Association.
- 27.2 No alteration of the Articles and no direction given by Special Resolution shall invalidate anything which the Directors have done before the making of the alteration or the passing of the resolution.
- 27.3 A meeting of the Directors at which a quorum is present may exercise all powers exercisable by the Directors.
- 27.4 The Directors shall keep a Special Register recording the names of Members who agree to contribute to the Guarantee Fund together with the amounts for which such Members are guarantors.
- 27.5 The Special Register shall only be open to inspection by the Directors and such of the officers of the Association as may be authorised by the Directors.
- 27.6 The Directors shall have power at any time to call for a special subscription from all Members whose names are entered in the Special Register for the purpose of bringing, being represented at, or opposing legal proceedings to enforce the objects of the Association, or for the purpose of giving financial assistance to a Member of the Association in accordance with Article 4, the amount of the special subscription from each Member not to exceed the amount entered against that Member's name in the Special Register and to be calculated pro rata in accordance with the respective amounts guaranteed by such Members, and to be payable within thirty days of notice in writing from the Directors.
- 27.7 The Directors shall have power to fix the terms upon which such financial assistance shall be given to Members of the Association, including the repayment of any costs, charges, or disbursements incurred by the Association and the consultation of the Directors as to the policy or steps to be taken in any such proceedings.

28 Proceedings and decisions of the Directors

- 28.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 28.2 The Directors shall meet at least three times a year.
- 28.3 A meeting of the Directors:
- 28.3.1 may be called by any Director; and
 - 28.3.2 shall, at the request of a Director, be called by the Company Secretary (if any).
- 28.4 Notice of any meeting of the Directors must indicate:
- 28.4.1 its proposed date, time and subject matter;
 - 28.4.2 where it is to take place; and
 - 28.4.3 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.
- 28.5 Notice of a meeting of the Directors must be given to each Director, but need not be in writing.
- 28.6 Notice of a meeting of the Directors need not be given to Directors who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Association seven days before or 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.
- 28.7 Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Association with the information necessary to ensure that they receive the notice before the meeting takes place.
- 28.8 Any Director may participate in a meeting of the Directors by means of video conference, telephone or any suitable electronic means agreed by the Directors whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting.
- 28.9 In relation to the quorum for a meeting of the Directors:
- 28.9.1 no decision other than a decision to call a meeting of the Directors or a general meeting shall be taken by the Directors unless a quorum participates in the decision-making process;
 - 28.9.2 the quorum for decision-making by the Directors may be fixed from time to time by a decision of the Directors and unless otherwise fixed it is three;

- 28.9.3 if the total number of Directors for the time being is less than the quorum required for decision-making by the Directors, the Directors shall not take any decision other than a decision:
- 28.9.3.1 to appoint further Directors, or
 - 28.9.3.2 to call a general meeting so as to enable the Members to appoint further Directors;
- 28.9.4 a Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 28.10 Questions arising at a meeting shall be decided by a majority of votes.
- 28.11
- 28.11.1 The Directors shall elect a vice-chairman from among their number and shall determine the period for which he is to hold office, although he shall always be eligible for re-election.
 - 28.11.2 If at any meeting neither the Chairman nor the vice-chairman is present within ten minutes after the time appointed for holding the same, or if there is no Chairman or vice-chairman, the Directors present shall choose one of their number to chair the meeting.
 - 28.11.3 In the case of an equality of votes, the chairman shall have a second or casting vote. But this does not apply if, in accordance with the Articles, the chairman is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes. No Director in any other circumstances shall have more than one vote.
- 28.12 All acts done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that:
- 28.12.1 there was some defect in the appointment of any such Director or person acting as a Director, or
 - 28.12.2 they or any of them were disqualified, or
 - 28.12.3 they or any of them were not entitled to vote on the matter,
- be as valid as if every such person had been duly appointed and was qualified to be a Director.
- 28.13 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each signed by one or more Directors.

28.14 Subject to the Articles, the Directors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Directors.

29 Delegation by the Directors

29.1 The Directors may delegate any of their powers to any committee consisting of two or more Directors.

29.2 The Directors shall determine the terms of any delegation to such a committee and may impose conditions, including that:

29.2.1 the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate;

29.2.2 no expenditure may be incurred on behalf of the Association except in accordance with a budget previously agreed with the Directors.

29.3 Subject to and in default of any other terms imposed by the Directors:

29.3.1 the Chairman and vice-chairman shall be ex-officio members of every committee appointed by the Directors;

29.3.2 the members of a committee may, with the approval of the Directors, appoint such persons, not being Directors, as they think fit to be members of that committee;

29.3.3 a committee may elect a chairman of its meetings; if no such chairman is elected, or, if at any meeting the chairman is not present within ten minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting;

29.3.4 a committee may meet and adjourn as it thinks proper;

29.3.5 questions arising at any meeting shall be determined by a majority of votes of the committee members present, and

29.3.6 in the case of an equality of votes the chairman of the committee shall have a second or casting vote;

and subject thereto committees to which the Directors delegate any of their powers shall follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by the Directors.

29.4 The terms of any delegation to a committee shall be recorded in the minute book.

29.5 The Directors may revoke or alter a delegation.

29.6 All acts and proceedings of committees shall be reported to the Directors fully and promptly.

30 Delegation of day to day management

- 30.1 The Directors may delegate day to day management and administration of the Association to one or more managers.
- 30.2 In respect of each manager the Directors shall:
- 30.2.1 provide a description of the manager's role; and
 - 30.2.2 set the limits of the manager's authority.
- 30.3 The managers shall report regularly and promptly to the Directors on the activities undertaken in accordance with their role.

SECRETARY, MINUTES AND SEAL

31 Secretary

- 31.1 Subject to the provisions of the Act, any Secretary shall be appointed by the Directors for such term at such remuneration and on such conditions as the Directors may think fit. Any Secretary so appointed by the Directors may be removed by them.

32 Minutes

- 32.1 The Directors shall ensure that the Association keeps records, in writing, comprising:
- 32.1.1 minutes of all proceedings at general meetings;
 - 32.1.2 copies of all resolutions of Members passed otherwise than at general meetings;
 - 32.1.3 details of appointments of officers made by the Directors; and
 - 32.1.4 minutes of meetings of the Directors and committees of the Directors, including the names of the Directors present at the meeting.
- 32.2 The Directors shall ensure that the records comprising 32.1.1 and 32.1.2 above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.

33 The Seal

- 33.1 The Directors shall provide for the safe custody of the Seal (if any), which shall be used only by the authority of the Directors or of a committee authorised by the Directors on its behalf. The Directors may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by at least one authorised person in the presence of a witness who attests the signature.

- 33.2 For the purposes of this Article, an authorised person is:
- 33.2.1 any Director;
 - 33.2.2 the Secretary (if any); or
 - 33.2.3 any person authorised by the Directors for the purpose of signing documents to which the Seal is applied.

ACCOUNTS AND AUDIT

34 Accounts

- 34.1 The Directors shall comply with the requirements of the Act for keeping financial records, the audit or other scrutiny of accounts (as required) and the preparation and transmission to the Registrar of Companies, as the case may be, of:
- 34.1.1 annual reports;
 - 34.1.2 annual returns; and
 - 34.1.3 annual statements of account.
- 34.2 Accounting records relating to the Association shall be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by Members who are not Directors if the Directors so decide.
- 34.3 The Directors shall supply a copy of the Association's latest available statement of account to any Director or Member on request, and within two months of the request to any other person who makes a written request and pays the Association's reasonable costs of complying with the request.

35 Audit

Auditors shall be appointed and their duties regulated as required in accordance with the Act.

COMMUNICATION

36 Means of communication

- 36.1 Subject to the Articles, the Association may deliver a notice or other document to a Member:
- 36.1.1 by delivering it by hand to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;

- 36.1.2 by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as provided in accordance with paragraph 4 of schedule 5 to the Act;
 - 36.1.3 by fax to a fax number notified by the Member in writing;
 - 36.1.4 in electronic form to an address notified by the Member in writing;
 - 36.1.5 by a website, the address of which shall be notified to the Member in writing; or
 - 36.1.6 by advertisement in at least two national newspapers.
- 36.2 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.
- 36.3 If a notice or document:
- 36.3.1 is delivered by hand, it is treated as being delivered at the time it is handed to or left for the Member.
 - 36.3.2 is sent by post or other delivery service in accordance with Article 36.1.2 above it is treated as being delivered:
 - 36.3.2.1 24 hours after it was posted, if first class post was used; or
 - 36.3.2.2 48 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved conclusively that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

 - 36.3.2.3 properly addressed; and
 - 36.3.2.4 put into the postal system or given to delivery agents with postage or delivery paid.
 - 36.3.3 is sent by fax, providing that the Association can show that it was sent to the fax number provided by the Member, it is treated as being delivered at the time it was sent.
 - 36.3.4 is sent in electronic form, providing that the Association can show that it was sent to the electronic address provided by the Member, it is treated as being delivered at the time it was sent.
 - 36.3.5 is sent by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

- 36.4 If a notice is given by advertisement, it is treated as being delivered at midday on the day when the last advertisement appears in the newspapers.

INDEMNIFY

37 Indemnity

Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director or other officer of the Association (other than any person (whether an officer or not) engaged by the Association as auditor) shall be indemnified out of the assets of the Association against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association, provided that this Article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this Article, or any element of it, to be treated as void under the Act.

RULES AND BYELAWS

38 Rules or byelaws

- 38.1 The Directors may from time to time make such rules or byelaws as it may deem necessary or convenient for the proper conduct and management of the Association or for the purpose of prescribing classes and conditions of membership of either the Association or any group established to support the Association. In particular but without prejudice to the generality of the above, they may by such rules or byelaws regulate:
- 38.1.1 the rights and privileges of Members and the conditions of membership;
 - 38.1.2 the conduct of Members in relation to one another and to the Association's employees and volunteers;
 - 38.1.3 the setting aside of the whole or any part or parts of the Association's premises at any particular time or times or for any particular purpose or purposes; and
 - 38.1.4 the procedure at general meetings and meetings of the Directors and committees in so far as such procedure is not regulated by these Articles.
- 38.2 The Association in general meeting shall have power by Special Resolution to alter or repeal the rules or byelaws and to make additions to them.
- 38.3 The Directors shall adopt such means as they deem sufficient to bring to the notice of Members of the Association all such rules or byelaws which, so long as they shall be in force, shall be binding on all Members of the Association provided nevertheless that no rule or byelaw shall be inconsistent with, or shall affect or repeal anything contained in the Articles.



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ARTICLES OF ASSOCIATION

At a general meeting of the members of the Test and Itchen Association duly convened, and held at Longstock in Hampshire on 6th November 2011, the following special resolution was passed.

RESOLUTION

That the company adopt the revised Articles of Association (as appended) with immediate effect.

Clayton M Brendish CBE (Chairman)