

Articles of Association

Companies Acts 1985 and 1989

Company limited by guarantee and not having a share capital.

Articles of Association of Badminton Association of England Limited

(As adopted by Special Resolution passed on 27 June 1998 and with subsequent amendments.)

GENERAL

1. In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

WORDS	MEANINGS
the Act	The Companies Act 1985 as amended and/or re-enacted from time to time.
the Articles	These Articles of Association.
the Association	The above-named Company.
the Auditors	Auditors for the time being of the Association.
Byelaws	Byelaws of the Association in force from time to time and made at a General Meeting in accordance with Article 54.
the Chairman	The Chairman of the Council elected by the Council in accordance with the Standing Orders and Article 16 (5).
Chief Executive	The Chief Executive of the Association appointed by the Council in accordance with Article 19.
Committees	Committees appointed in accordance with the Standing Orders.
the Council Association.	The National Council for the time being of the
Council Year	15th April to 14th April.
County Association	Association recognised as administering and organising the game of badminton in the various counties of England and boundaries of which, for the purposes of these Articles, are those defined from time to time by the Council and the Associations recognised as administering the game of badminton in the various Channel Islands and the Isle of Man.
the Deputy Chairman	The Deputy Chairman of the Council elected by the Council in accordance with the Standing Orders and Article 16 (5).
Divisional Boards	Divisional Boards appointed by the Executive Board in accordance with the Standing Orders.
England	England, together with the Isle of Man and the Channel Islands.

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the Executive Board	The directors of the Association for the time being, appointed in accordance with Article 9.
Members	The organisations accepted for membership under Article 4 and listed in the register of members as provided for in Section 352 of the Act.
Month	Calendar Month.
the Office	The registered office of the Association.
the President	The President of the Association.
the Seal	The Common Seal of the Association.
the Standing Orders	The Standing Orders of the Association in force from time to time and made by the Council in accordance with Article 18 (3).
Sub-Committees	Sub-Committees appointed in accordance with the Standing Orders.
Subscription Year	1 st October to 30 th September
the Treasurer	The Honorary Treasurer of the Association.
Vice-Presidents	The Vice-Presidents of the Association.
Working Parties	Working Parties appointed in accordance with the Standing Orders
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Any words importing the singular number shall include the plural number and vice versa.

Words importing the masculine gender only shall include the feminine gender; and

Words importing persons except the word 'individual' shall include corporations and other organisations and clubs.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereto shall, if not consistent with the subject or context, bear the same meaning in these Articles.

MEMBERSHIP

2. For the purposes of registration the number of Members is declared to be unlimited.
3. The provisions of Sections 352 and 353 of the Act shall be observed by the Association and every Member of the Association (not having subscribed to the Memorandum and Articles of Association) shall sign a written application for membership in such form and containing such particulars as the Council may from time to time determine. The Council may at its absolute discretion accept or reject any person or body applying for membership.
4. The Members shall comprise:-
 - (a) County Associations: whose rules and regulations, together with any amendments

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- from time to time made thereto, shall not contravene the Articles, the Standing Orders or Byelaws.
- (b) The English Schools Badminton Association and the Badminton Umpires Association of England.
 - (c) Other organisations deemed as Members by the Council.
5. (1) The Members shall pay to the Association on such dates as may from time to time be determined by the Council (“the Due Date”) or on first becoming a Member, such single or annual or other periodic subscriptions and shall accept such terms and conditions of membership or any changes therein and shall pay such other fees or sums in respect of the use of any of the facilities or services of the Association, as the Council may from time to time determine. Any Member whose subscription is unpaid three months after the Due Date shall at the discretion of the Council cease to be a Member.
- (2) If a Member shall resign or fail to pay its subscription by two months after the Due Date it shall not be entitled to exercise any of the rights conferred by the Articles and Byelaws or the Act.
- (3) A Member may resign on giving written notice to the Chief Executive not later than three months before the end of the Subscription Year (or such other date as may be determined by the Council) in any year. Failure to give such proper notice shall render the Member liable to pay the whole of the subscription for the following Subscription Year.
6. It shall be the duty of each County Association to supply to the Association lists of its affiliates, the names and addresses of their honorary secretaries, all members, any other information required thereon, in such time and to such number as may be required annually and promptly to notify any alterations, additions or deletions. It shall also be the duty of each Member annually to report to the Association the names and addresses of their principal officers and to notify any changes as soon as effective.
7. (1) Any refusal or neglect by any Member to comply with the Articles, the Standing Orders or Byelaws or any failure to abide by the terms of an agreement relating to Members or the provision of facilities therefor entered into by the Council on behalf of the Association, or any conduct considered by the Council in its absolute discretion to be disgraceful or opposed to the general interests of the Association or the sport of badminton shall render the Member concerned liable to suspension or expulsion from the Association on the passing of a resolution to that effect by the Council.
- (2) Any Member suspended or expelled under the Articles shall forfeit rights in, and claims upon, the Association or its property.
8. The rights and liabilities of Members shall not be transferable.

APPOINTMENT OF DIRECTORS

9. The directors of the Association for the purposes of the Act shall be the members of the Executive Board who, unless otherwise determined by Ordinary Resolution of the Association in General Meeting, shall be the Chairman, the Chief Executive, the Treasurer, the Deputy Chairman and such other persons as may be appointed from time to time in accordance with the Standing Orders. In the event of resignation of a director or removal by the Council, the Council shall be entitled to appoint alternate directors in place of any so removed or resigning

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during their term. At the end of each Council Year one of the directors appointed by the Council shall retire in rotation and if the Council does not fill the vacancy of the retiring director, he shall be deemed to have been re-appointed unless at the first meeting of Council it is resolved not to fill the vacancy or unless a resolution for the re-appointment of the director put to the meeting and lost.

10. The Council shall be entitled to remove or replace any directors at its sole discretion.

DISQUALIFICATION AND REMOVAL OF DIRECTORS

11. (1) The office of director shall be vacated if:
- (a) he ceases to be a director by virtue of any provision of the Act or he becomes prohibited by law from being a director;
 - (b) he becomes bankrupt or makes any arrangements or composition with his creditors generally;
 - (c) he becomes of unsound mind;
 - (d) he resigns his office by notice in writing to the Association;
 - (e) he is removed from office by an ordinary resolution duly passed pursuant to Section 303 of the Act;
 - (f) in the case of a person nominated by a County Association if such County Association requires his removal;
 - (g) he ceases to be a member of any organisation deemed by the Council to be affiliated to the Association.
- (2) Section 293 of the Act shall not apply.

POWERS OF THE EXECUTIVE BOARD

- 12 (1) The day to day business of the Association shall be managed by the Executive Board which shall receive reports of the Divisional Boards, Committees, Sub-Committees and Working Parties and review all agenda to be submitted to meetings of the Council and may make recommendations thereon. It shall be responsible for procuring that proper action in the name of the Association is taken on all decisions of the Council and shall carry out all those responsibilities and duties set out in the Standing Orders.
- (2) Save in respect of those powers and acts which are specifically required to be exercised or done by the Council or the Association by the Standing Orders, Byelaws or these Articles, the Executive Board may exercise all power and do all acts on behalf of the Association. In relation to the said powers and acts which are specifically required to be exercised or done by the Council or the Association by the Standing Orders, Byelaws or these Articles the Council is entitled to delegate to the Executive Board all of them other than those powers of the Council as set out in Articles 16(4), 17, 18 and 19 and all powers to appoint directors or suspend, disqualify or re-instate Members provided that the powers so delegated are specified in each case.
- (3) The Executive Board shall meet together for the dispatch of business, as regulated by the Standing Orders or in any other way it shall consider fit, provided that at least six such meetings be held in each Council Year. It shall not be necessary to give notice of an Executive Board meeting to any director for the time being absent from the United Kingdom.

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- (4) The Executive Board may delegate any of its powers to Divisional Boards and Committees.
- (5) The Executive Board shall determine the remuneration of the Chief Executive.
- 13. Six members of the Executive Board having the right to vote at Executive Board meetings shall form a quorum at meetings of the Executive Board.
- 14. In the event that the Executive Board is desirous of proposing an alteration of, or amendment to, these Articles or the Byelaws or any other substantive matter, it shall submit the same in writing to the Council to be received not later than three months before the date set for the Annual General Meeting and in the event that the Council shall vote in favour of such proposals, the provisions of Articles 27 (3) shall thereafter apply.

OFFICE HOLDERS AND THE COUNCIL

- 15. (1) The Association may from time to time and if thought fit appoint a President, Vice Presidents (not exceeding six in number) and the Treasurer. Such offices shall be honorary.
- (2) The President, Vice Presidents and Treasurer shall be elected from nominations received from the Members or from the Council in accordance with Article 15 (3) at the Annual General Meeting and will serve for three years and elections for those positions shall be held at the Annual General Meeting held every third year following the Annual General Meeting at which these Articles are adopted.
- (3) Nominations from Members for the positions of President, Vice President and Treasurer shall be sent in writing to the Chief Executive of the Association not later than three months prior to the date of the Annual General Meeting. Each nomination must be seconded by at least one other Member. Nominations for the aforesaid positions from the Council must be submitted not later than two months before the date of the Annual General Meeting. Except with the consent of the Council no person shall be eligible for nomination as a Vice President unless he has served on the Council for a period of at least five years.
- (4) In the event of a casual vacancy in respect of such offices, the Council may appoint another eligible person to act for an appropriate period but not beyond the next Annual General Meeting. The Council may appoint a deputy or assistant Treasurer should there be no Treasurer or none capable of acting.
- (5) Except with the consent of the Council, no person who has a commercial interest in badminton or is an employee of or consultant to the Association shall be eligible for election as President, Vice President, the Treasurer, as a member of the Council or as an alternate to a member of the Council or to serve on any Divisional Board, Committee, Sub-Committee or Working Party other than a non-voting co-opted member thereof. Any person elected, nominated for or co-opted to the Council (including alternates) or any Divisional Board, Committee, Sub-Committee or Working Party shall disclose on a document provided for the purpose any commercial interest directly or indirectly connected with badminton that he may have, any person co-opted to a Divisional Board, Committee, Sub-Committee or Working Party who is not already a member of the Council shall also complete such a declaration. The document shall also contain a declaration by that person that should that person obtain any further commercial interest connected with badminton or become an employee of or consultant to the Association during his membership of the Council, the Executive Board, Divisional Board, Committee, Sub-Committee or Working Party he shall immediately report that fact to the Chief Executive, and confirm that no use would be made of any information gained to further his interests. A review of any declared interest shall be made by persons appointed by the Executive Board which will in all cases make a recommendation to the Council.

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16. (1) The Council shall consist of the President, Vice Presidents, the Treasurer, who shall be ex officio members of the Council and the nominees of the Members being nominated as provided for in the Byelaws.
- (2) Subject to Article 15(5) any person may be elected or co-opted to membership of the Council.
- (3) The names of nominated members of the Council shall be sent in writing to the Chief Executive by an officer of the nominating member to be received not later than three months before the date of the Annual General Meeting and shall be published at such meeting.
- (4) All nominations made under Article 16 (3) and co-options to the Council under the Standing Orders shall be put before the Council at the first meeting of each Council Year for formal acceptance. The Council shall have the power to accept or reject any such nominations or co-options at that or any subsequent meeting. If any proposal be made at the said first meeting or at any subsequent meeting to reject a nomination on grounds that such membership of the Council would not be in the best interests of the Association, such a proposal would be required to be considered in accordance with the Standing Orders and the Council is required to vote on such proposal and in order for such proposal to be passed, two thirds of the votes cast at the relevant Council meeting would need to be in favour of so passing such proposal.
- (5) The first duty of the Council in the relevant Council Year will be, when necessary, the election of a Chairman and Deputy Chairman from amongst its members to serve for the ensuing three years.
- (6) The President, Vice Presidents and Treasurer shall take office immediately after the Annual General Meeting at which they were elected and they shall hold office for three years until the conclusion of the appropriate Annual General Meeting. The nominated members of the Council shall take office at the start of the Council Year and shall hold office until the end of that Council Year
17. Subject to the provisions of the Act, the Council shall appoint the Company Secretary for such term and upon such remuneration and upon such conditions as the Council may see fit; and any Company Secretary so appointed may be removed by the Council. The removal of the Company Secretary shall not in the case of such person being a paid employee by itself terminate such person's contract of employment.

POWERS OF THE COUNCIL

18. (1) The business of the Association shall be managed by the Council, which may exercise all powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association in addition to those specifically conferred by the Articles, and by any Committee of the Council to the extent that such duties shall be delegated thereto by the Council, and the day-to-day running of the Association shall be delegated by the Council to the Executive Board, which shall be accountable directly to the Council and shall make written reports to the Council on the affairs of the Association for each Council meeting and shall generally act in accordance with the Articles, the Byelaws and the Standing Orders.
- (2) The Council shall be responsible for the finances and operations of the Association.
- (3) The Council shall have the power from time to time to adopt make alter and revoke regulations and procedures for the carrying out of the objects and purposes of the Association and for the administration of the Association and rules for the observance of Members (such regulations procedures and rules being herein referred to as the 'Standing Orders'). No part of the Standing Orders shall have any operation, validity or effect if and to the extent that such part would amount to an

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addition or alteration of these Articles which could only legally be made by Special Resolution as prescribed by the Act.

- (4) The Council shall have the power to co-opt to its membership such numbers of persons as set out in the Byelaws to hold office for a period as defined in the Byelaws and who shall have the same voting rights as other members of the Council.
 - (5) The Council shall have the power to expel or suspend a member of the Council whose conduct or interests are such as it considers to be incompatible with the member continuing to serve as a member of the Council, such expulsion or suspension resolution to be considered in accordance with the Standing Orders and to be carried by at least two thirds of the total votes cast being in favour thereof.
19. The Council shall appoint a Chief Executive and it alone shall have the power to dismiss the Chief Executive.
 20. The quorum for any Council meeting shall be twenty and must include nominees from at least ten different Members.
 21. Subject to Article 20 the members for the time being of the Council may act notwithstanding any vacancy in their body.
 22. If the members of the Council shall at any time be reduced in numbers to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Council for the purposes of admitting persons to the membership, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purposes.

PROCEEDINGS OF THE COUNCIL

23. The Council may meet together for the dispatch of business and otherwise regulate their meetings as they think fit, provided that at least three such meetings shall be held each year.
24.
 - (1) The Council may from time to time appoint such Committees or Working Parties as it may deem necessary and may delegate to any such body such powers and duties of the Council (with the power to appoint Sub-Committees and Working Parties, the power to appoint additional members thereof, the power to regulate their procedures and the power to delegate powers and duties) as it may think fit.
 - (2) Such Committees and Working Parties shall consist of such member or members of the Council or of the Association as the Council may think it desirable to appoint or as may be elected or appointed in accordance with constituting rules approved by the Council and such other person or persons (if any) as the Council may think it desirable to appoint or may be appointed under the said rules taking into account in particular the position and qualifications of any such person or persons and the purpose or purposes for which any such Committee or Working Party has been appointed or constituted. The chairman or the deputy chairman of the appointing Committee shall be ex-officio members of all such Committees.
 - (3) In the exercise of the powers so delegated any Committee so formed shall be governed by the provisions of these Articles, Byelaws and the Standing Orders for regulating the meeting and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council and shall observe any conditions and limitations attached to the delegation.
25. All acts bona fide done by any meeting of the Council or by any Committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if such person had been duly appointed or had duly continued in office and was qualified to be a member of the Council.

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26. The number of votes required for the passing of resolutions by the Council shall be as provided for in the Standing Orders.

GENERAL MEETINGS

27. (1) The Association shall hold a General Meeting on or before the 30th June in every Calendar year as its Annual General Meeting at such time and such place as may be determined by the Executive Board, and shall specify the meeting as such in all notices calling it.
- (2) The Council or any Member desirous of proposing an alteration of, or amendment to, these Articles and Byelaws or any other substantive matter, shall submit the same in writing to the Chief to be received not later than three months before the date set for the Annual General Meeting.
- (3) Notice of such proposals shall be forwarded to each Member and to each member of the retiring Council not less than forty two days before the date of the Annual General Meeting. Any amendment to any proposal on the agenda shall reach the Chief Executive in writing not later than twenty one days before the date of the Annual General Meeting. No other amendment may be accepted subsequently or at the said meeting itself.
- (4) The rights relating to the representation of the Members at any General Meeting and their rights to vote thereat are defined in the Byelaws.
- (5) Members of the Council current and nominated may attend the meeting but without a vote unless they are also representing a Member, they may, however, speak on the proposals before the meeting.
- (6) No proxy voting shall be permitted.
- (7) No delegate of a Member shall be permitted to cast any vote on behalf of more than one Member.
28. All General Meetings other than Annual General Meetings, shall be Extraordinary General Meetings.
29. The Council may whenever it thinks fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition as is provided by Section 368 of the Act within forty two days of the receipt of a requisition by Members entitled to vote at General Meetings of the Association whose total number of votes is at least 10% of the total number of votes of all Members of the Association at that time. Such requisition shall state the object of the meeting and any resolution or motion to be proposed thereat.
30. Forty two days' notice in writing at least of every Annual General Meeting and twenty one days' notice in writing at least of every Extraordinary General Meeting (exclusive in every case both of the day on which it is served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of Extraordinary General Meetings the object of the meeting and any resolution to be proposed thereat shall be given in manner hereinafter mentioned to such persons (including the Auditors and each current and nominated member of the Council) as are under these Articles, the Byelaws or under the Act entitled to receive such notices from the Association.
31. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed or proceeding held, at the meeting.

PROCEEDINGS AT GENERAL MEETINGS

32. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure accounts and balance sheet, and the reports of the Council and the auditors, the election of the President, the Vice Presidents and the Treasurer in place of those retiring, and the appointment of Auditors. At all General Meetings only the business notified in the agenda accompanying the notice shall be transacted.
33. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Twelve Members represented at and entitled to vote on the business to be transacted shall be a quorum.
34. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting, if convened on the requisition of the Members shall be dissolved. In any other case it shall stand adjourned until a time and place to be fixed by the Executive Board.
35. The Chairman or in his absence the Deputy Chairman shall preside as chairman at every General Meeting, but if there be no such person or one willing to act as chairman, or if at any meeting none of the same shall be willing to preside, the Members present shall choose some member of the Council or if no such member thereof be present, or if all the members of the Council present decline to take the chair, the Members present shall choose some other person who shall be present to preside.
36. The Chairman may, with the consent of any such 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever such a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting but save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

VOTING AT GENERAL MEETINGS

37. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or on the declaration of the result of a show of hands a poll be demanded. Unless a poll is taken, the declaration of the result of a show of hands by the Chairman shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution. In the case of equality of votes whether on a show of hands or on a poll the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
38. A poll may be demanded by the Chairman or by not less than five Members or by a Member or Members holding not less than 10% of the total voting rights present at the meeting. A demand for a poll may be withdrawn.
39. A poll on any question shall be taken forthwith and shall be conducted in accordance with the Byelaws. Any other business on the agenda may be proceeded with whilst awaiting the result of a poll, provided the business does not bear any relation to the subject of the poll.
40. No Member shall be entitled to attend any General Meeting or vote in a poll at a General Meeting unless all monies due to the Association by it at the time have been paid.

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ACCOUNTS

41. The Executive Board shall cause accounting records of the Association to be kept in accordance with Sections 221 to 223 of the Act.
42. Accounting records shall be kept at the Registered Office or, subject to Section 222 of the Act, as such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council.
43. A copy of the Association's annual accounts together with the report of the Executive Board shall be forwarded to every Member not less than 21 days prior to the Annual General Meeting in accordance with Section 238 of the Act.
44. The Council shall from time to time determine whether and to what extent and what times and places and under what conditions or regulations the accounts and books of the Association or any of them other than the annual accounts and the report of the Executive Board shall be open to the inspection of Members not being members of the Council and no Member (not being a member of the Council) shall have any right of inspecting any account, book or document of the Association except as conferred by Statute or authorised by the Council or by the Association in General Meeting.
45. At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other document required by law to be annexed or attached thereto or to accompany the same shall not be less than twenty one clear days before the date of the meeting, subject nevertheless to the provisions of Section 240 of the Act, be sent to the Auditors and all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by Section 241 of the Act.

AUDIT

46. Once at least every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
47. Auditors shall be appointed and their duty regulated in accordance with Sections 384 to 393 inclusive of the Act.

SEAL

48. The Executive Board shall provide for the safe custody of the Seal and the Seal shall not be affixed to any deed or document except by the authority of a resolution of the Executive Board and in the presence of two members of the Executive Board and the Company Secretary or if the Company Secretary is not capable of acting the Chairman or the Treasurer (as the case may be) and such two members shall sign. In relation to every instrument to which the Seal shall be affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence that the Seal has been properly affixed.

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NOTICES

49. A notice may be served by the Association upon any Member, either personally or by sending through the post in a prepaid letter, addressed to such Member at his registered address as appearing in the Register of Members.
50. Any Member described in the Register of Members by an address not within the British Isles who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided in the Act, only those Members who are described in the Register of Members by an address within the British Isles shall be entitled to receive notices from the Association.
51. Any notice, if served by post, shall be deemed to be served on the third day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

DISSOLUTION

52. Clause 7 of the Memorandum of Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.

INDEMNITY

53. Subject to the provisions of the Act, these Articles and the Memorandum of Association, every member of the Council, the Company Secretary and the officers of the Association shall be entitled to be indemnified against all costs charges losses expenses and liabilities properly incurred by him in the execution and discharge of his responsibilities relating to the Association.

BYELAWS

54. The Annual General Meeting shall have the power from time to time to make alter add to and revoke the Byelaws for the carrying out of the objects and purposes of the Association, provided that such Byelaw or any such alterations do not contravene these Articles and any alterations, additions or revocations to the Byelaws may be proposed by the Executive Board, the Council or any Member and details of any such proposed alterations, additions or revocations shall be produced to the Council not less than 3 months prior to the Annual General Meeting and shall be circulated to the Members not less than 42 days prior to the Annual General Meeting. The Byelaws shall be binding on all Members, the Council, the Executive Board and the Divisional Boards, Committees, Sub-Committees and Working Parties.