



The Companies Act 1948 – 2006

Company Limited by Guarantee and not having a Share Capital

Memorandum and Articles of Association

of

The British Parking Association

Incorporated the 15th Day of May 1970

Dated 6/11/2013

Bates Wells & Braithwaite London LLP
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209140/0001

The Companies Act 1948

Company Limited by Guarantee and not having a Share Capital

Memorandum of Association of The British Parking Association

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association

Names, Addresses and Descriptions of Subscribers

EVERARD KENNETH BLOOM	Company Director	49 Gough Street WC1
ERNEST DAVIES	Editor & Publisher	34/40 Ludgate Hill EC4
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J H GARNHAM	Assistant Borough Engineer	Civic Offices Swindon Borough Council

Date the 20th day of April 1970

Witness to the above signatories CAROLE S JACOBS 3/64 Paddington Street, London W1

The Companies Act 1948-2006

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Articles of Association
of
The British Parking Association

As amended on 24 March 1976, 20 March 1986, 22 March 1995, 20 May 1998, 26 May 1999, 23 May 2001, May 2003, 22 June 2005, 8th July 2009, July 2010, April 2011 and [tbc]

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Articles of Association of The British Parking Association

INTERPRETATION

1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

OBJECTS AND POWERS

2. Objects

The objects of the Association are to work for the general advancement of standards of design, construction, planning management and location of all types of car parking facility and to promote research and other scientific or technological work in connection with parking for vehicles and any trades and industries allied therewith or accessory thereto, and for that purpose to establish equip and maintain laboratories, workshops or factories, and conduct experiments, and to provide funds for such work, and for payment to any person or persons engaged in such work, whether in such laboratories or elsewhere, and to encourage and improve the education of persons where this would benefit the scientific and technological progress of the said trades or industries.

3. Powers

To further its objects the Association may:

- 3.1 foster co-operation between the members of the Association by providing a forum for discussion;
- 3.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, and instructional matter in any medium;
- 3.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;
- 3.5 provide or procure the provision of guidance and advice;
- 3.6 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations;

- 3.7 enter into contracts to provide services to or on behalf of other bodies;
- 3.8 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.9 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Board think fit;
- 3.10 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation;
- 3.11 set aside funds for special purposes or as reserves against future expenditure;
- 3.12 invest the Association's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.13 arrange for investments or other property of the Association to be held in the name of a nominee or nominees (being a corporate body registered or having an established place of business in England and Wales) under the control of the Board or of a Financial Expert or Experts acting under their instructions and pay any reasonable fee required;
- 3.14 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.15 accept (or disclaim) gifts of money and any other property;
- 3.16 raise funds by way of subscription, donation or otherwise;
- 3.17 trade in the course of carrying out the objects of the Association and carry on any other trade;
- 3.18 incorporate and acquire subsidiary companies to carry on any trade;
- 3.19 subject to Article 4 (limitation on private benefits):
 - 3.19.1 engage and pay employees, consultants and professional or other advisers; and
 - 3.19.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;
- 3.20 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property;
- 3.21 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation;
- 3.22 undertake and execute charitable trusts;

- 3.23 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.24 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.25 pay out of the funds of the Association the costs of forming and registering the Association;
- 3.26 insure the property of the Association against any foreseeable risk and take out other insurance policies as are considered necessary by the Board to protect the Association;
- 3.27 provide indemnity insurance for Directors or any other officer of the Association in relation to any liability permitted under the Companies Act; and
- 3.28 do all such other lawful things as may further the Association's objects.

LIMITATION ON PRIVATE BENEFITS

4. Limitation on private benefits

- 4.1 The income and property of the Association shall be applied solely towards the promotion of its objects.

Permitted benefits to members

- 4.2 No part of the income and property of the Association may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member or Director of the Association. This shall not prevent any payment in good faith by the Association of:
 - 4.2.1 any payments made to any member or Director in his, her or its capacity as a beneficiary of the Association;
 - 4.2.2 reasonable and proper remuneration to any member or Director for any goods or services supplied to the Association (including services performed by a member but not a Director under a contract of employment with the Association);
 - 4.2.3 interest at a reasonable and proper rate on money lent by any member or Director to the Association;
 - 4.2.4 any reasonable and proper rent for premises let by any member or Director to the Association; and
 - 4.2.5 any payments under Article 6.

LIMITATION OF LIABILITY AND INDEMNITY

5. Liability of members

The liability of each member is limited to £10, being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- 5.1 payment of the Association's debts and liabilities contracted before he, she or it ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

6. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director shall be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Association may be indemnified out of the assets of the Association in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

BOARD

DIRECTORS' POWERS AND RESPONSIBILITIES

7. Board's general authority

Subject to the Articles, the Board is responsible for the management of the Association's business, for which purpose Directors may exercise all the powers of the Association.

8. Members' reserve power

- 8.1 The members may, by special resolution, direct the Board to take, or refrain from taking, specified action;
- 8.2 No such special resolution invalidates anything which the Board have done before the passing of the resolution.

9. Chair

The Chair of the Board shall be appointed by the Council of Representatives in accordance with the Regulations.

10. Board Delegation

- 10.1 Subject to the Articles, the Board may delegate any of their powers or functions to any committee.

- 10.2 Subject to the Articles, the Board may delegate the implementation of their decisions or day to day management of the affairs of the Association to any person or committee.
- 10.3 Any delegation by the Board may be:
- 10.3.1 by such means;
 - 10.3.2 to such an extent;
 - 10.3.3 in relation to such matters or territories; and
 - 10.3.4 on such terms and conditions;
- as they think fit.
- 10.4 The Board may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.
- 10.5 The Board may revoke any delegation in whole or part, or alter its terms and conditions.
- 10.6 The Board may by power of attorney or otherwise appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.

11. Committees

- 11.1 The Board may establish committees (which may be called for example working groups, boards or advisory panels):
- 11.1.1 the composition of any committee shall be entirely at the discretion of the Board unless otherwise stated in the Regulations;
 - 11.1.2 the deliberations of any committee must be reported regularly to the Board and any decision taken by any committee must be reported promptly to the Board and every committee must appoint a chair for that purpose;
 - 11.1.3 the Board may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
 - 11.1.4 no committee shall knowingly incur expenditure or liability on behalf of the Association except where authorised by the Board or in accordance with a budget which has been approved by the Board.
- 11.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Board so far as they apply and are not superseded by any Regulations.

12. Regulations

- 12.1 The first Regulations are those approved by the members on the adoption of these Articles. Thereafter, the Board may with the prior approval of the Council of Representatives from time to time make, repeal or alter such Regulations or adopt further Regulations as they think fit as to the management of the Association and its affairs. The Regulations shall be binding on all members of the Association. No Regulation shall be inconsistent with the Companies Acts, the Articles or any rule of law.
- 12.2 The Regulations may regulate the following matters but are not restricted to them:
- 12.2.1 the duties of any officers or employees of the Association;
 - 12.2.2 the admission of members of the Association and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;
 - 12.2.3 the conduct of members of the Association in relation to one another, and to the Association's employees and volunteers;
 - 12.2.4 the conduct of business of the Board or any committee;
 - 12.2.5 the creation and operation of membership groups;
 - 12.2.6 the procedure at general meetings;
 - 12.2.7 any of the matters or things within the powers or under the control of the Board; and
 - 12.2.8 generally, all such matters as are commonly the subject matter of company rules.
- 12.3 The Association has the power to alter, add to or repeal the Regulations.

DECISION-MAKING BY THE BOARD

13. Directors to take decisions collectively

Any decision of the Board must be either:

- 13.1 by decision of a majority of the Directors present and voting at a quorate Board meeting; or
- 13.2 a unanimous decision taken in accordance with Article 19.

14. Calling a Board meeting

- 14.1 Two Directors may (and the Secretary, if any, must at the request of two Directors) call a Board meeting.
- 14.2 A Board meeting must be called by at least seven Clear Days' notice unless either:

- 14.2.1 all the Directors agree; or
- 14.2.2 urgent circumstances require shorter notice.
- 14.3 Notice of Board meetings must be given to each Director.
- 14.4 Every notice calling a Board meeting must specify:
 - 14.4.1 the place, day and time of the meeting;
 - 14.4.2 the general nature of the business to be considered at such meeting; and
 - 14.4.3 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.
- 14.5 Notice of Board meetings need not be in Writing.
- 14.6 Article 49 shall apply, and notice of Board meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

15. Participation in Board Meetings

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

16. Quorum for Board meetings

- 16.1 At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 16.2 The quorum for Board meetings shall be six people present and eligible to vote.
- 16.3 If the total number of Directors for the time being is less than the quorum required, the Board must not take any decision other than a decision:
 - 16.3.1 to appoint further Directors; or
 - 16.3.2 to call a meeting of the Council of Representatives so as to enable the Council of Representatives to appoint further Directors.

17. Chairing of Board meetings

The Chair, if any, or in his or her absence another Director nominated by the Directors present shall preside as chair of each Directors' meeting.

18. Casting vote

18.1 If the numbers of votes for and against a proposal at a Board meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.

18.2 Article 18.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

19. Unanimous decisions without a meeting

19.1 A decision is taken in accordance with this Article 19 when all of the Directors indicate to each other by any means (including without limitation by Electronic Means) that they share a common view on a matter. The Board cannot rely on this Article to make a decision if one or more of the Directors has a Conflict of Interest which, under Article 20, results in them not being entitled to vote.

19.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

20. Directors' interests and management of conflicts of interest

Declaration of interests

20.1 Unless Article 20.2 applies, an Director must declare the nature and extent of or any direct or indirect interest which he or she has:

20.1.1 in a proposed transaction or arrangement with the Association; or

20.1.2 which conflicts or may conflict with the interests of the Association.

20.2 There is no need to declare any interest:

20.2.1 of which the other Directors are, or ought reasonably to be, already aware; or

20.2.2 if or to the extent it concerns terms of his or her service contract which are to be considered by a meeting of the Board or a sub-committee of the Board.

Participation in decision-making

20.3 Notwithstanding that a proposed decision of the Board concerns or relates to any matter in which an Director has, or may have, directly or indirectly, any kind of

interest whatsoever, that Director may remain in the meeting and participate in the decision-making process for both quorum and voting purposes unless:

- 20.3.1 the decision could result in the Director receiving a financial benefit not available to all the other Directors;
- 20.3.2 the decision could result in a member with whom a Director is Connected receiving a benefit not available to all the other members within the same category of membership.
- 20.3.3 the decision relates to a complaint or disciplinary issue involving a member with whom the Director is Connected; or
- 20.3.4 a majority of the other Directors participating in the decision-making process decide to the contrary

in which case he or she has no vote on the matter and must withdraw during the vote and not be counted in the quorum for that part of the decision making.

Continuing duties to the Association

- 20.4 Where an Director has a conflict of interest and the Director has complied with his or her obligations under these Articles in respect of that conflict:
 - 20.4.1 the Director shall not be in breach of his or her duties to the Association by withholding confidential information from the Association if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
 - 20.4.2 the Director shall not be accountable to the Association for any benefit which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

21. Register of Directors' interests

The Board must cause a register of Directors' interests of those matters connected to or concerned with Association business and any interest associated with the parking industry to be kept.

22. Validity of Director actions

All acts done by a person acting as an Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

APPOINTMENT AND RETIREMENT OF DIRECTORS

23. Number of Directors

There shall be at least six members of the Board.

24. Appointment and retirement of Directors

Appointment of Directors

24.1 The Directors shall be appointed in accordance with the Regulations.

24.2 The Board or Council of Representatives may appoint Directors to fill casual vacancies in accordance with the Regulations.

Conditions of appointment of all Directors

24.3 No person may be appointed as a Board member unless he or she has reached the age of 18 years.

Alternate directors

24.4 Directors may not appoint alternates.

25. Disqualification and removal of Directors

A Director shall cease to hold office if:

25.1 his or her term in office ends in accordance with the Regulations and he or she is not reappointed;

25.2 he or she is removed in accordance with the Regulations;

25.3 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;

25.4 a bankruptcy order is made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;

25.5 a composition is made with his or her creditors generally in satisfaction of his or her debts;

25.6 the company that the Director represents goes into liquidation, other than for the purpose of a solvent reconstruction or amalgamation, was an administrator or a receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;

25.7 the Board reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;

- 25.8 notification is received by the Association from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least six Directors will remain in office when such resignation has taken effect);
- 25.9 he or she fails to attend three consecutive meetings of the Board and the Board resolve that he or she be removed for this reason;
- 25.10 at a meeting of the Council of Representatives, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views; or
- 25.11 at a meeting of the Board at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Board.

COUNCIL OF REPRESENTATIVES

26. Council of Representatives

- 26.1 There shall be a Council of Representation consisting of members of the Association constituted in accordance with the Regulations.
- 26.2 Members shall be appointed to the Council of Representatives in accordance with the Regulations.
- 26.3 Members shall cease to be on the Council of Representatives in accordance with the Regulations.
- 26.4 A casual vacancy on the Council of Representatives may be filled by the Board or the Council of Representation in accordance with the Regulations.

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

27. Becoming a member

- 27.1 The members of the Association shall be those persons admitted to membership by the Board in accordance with the Articles and any Regulations.
- 27.2 No person may become a member of the Association unless:
 - 27.2.1 that person has applied for membership in a manner approved by the Board; and
 - 27.2.2 the Board has approved the application in accordance with any Regulations. The Board may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.

- 27.3 The Board may from time to time prescribe criteria for membership but the Board will not be obliged to accept persons fulfilling those criteria as members.

Unincorporated organisations

- 27.4 An organisation admitted to membership which is unincorporated shall be a member through the person of its nominated representative from time to time. Every such organisation must notify the Association in writing of the name of its nominated representative and may, subject to the Board's right to decline to accept any person as a member, replace such nominated representative at any time by giving notice to the Association. The membership rights may be exercised by the nominated representative or by the organisation which he or she represents.

Corporate Members

- 27.5 An organisation admitted to membership which is an incorporated body ("a Corporate Member") may by resolution of its directors or other governing body authorise a person or persons to act as its authorised representative or representatives at any meeting of the Association. Evidence of the appointment of the representative must be provided in the form of:

27.5.1 a letter confirming the appointment of the representative on the letterhead of the Corporate Member signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or

27.5.2 such other form as the Board may reasonably require.

- 27.6 A person authorised under Article 27.5 may exercise (on behalf of the Corporate Member) the same powers as the Corporate Member could exercise if it were an individual member.

Subscriptions

- 27.7 The Board may at their discretion levy subscriptions on members of the Association and may levy an entrance fee on new members.

- 27.8 The Board may at their discretion increase the subscriptions and entrance fee for any category of member annually by no more than the increase in the consumer price index over the previous twelve months. Any larger increase in subscriptions or entrance fees must be agreed by the members at a general meeting.

Register of members

- 27.9 The names of the members of the Company must be entered in the register of members which shall include, where relevant, details of the nominated representative which is a member of the Company on behalf of an unincorporated organisation under Article 27.4.

28. Termination of membership

28.1 Subject to Article 27.4, membership is not transferable.

28.2 A member shall cease to be a member:

28.2.1 if the member, being an individual, dies;

28.2.2 if the member, being an individual, has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;

28.2.3 if the member is a member on behalf of an unincorporated Association under Article 27.4 and the unincorporated organisation goes into liquidation or has an order made or a resolution passed for its winding up, other than for the purpose of a solvent reconstruction or amalgamation;

28.2.4 if the member, being a Corporate Member, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;

28.2.5 on the expiry of at least seven Clear Days' notice given by the member to the Association of his, her or its intention to withdraw;

28.2.6 if any subscription or other sum payable by the member to the Association is not paid on the due date and remains unpaid seven days after notice served on the member by the Association informing him, her or it that he, she or it will be removed from membership if it is not paid. The Board may re-admit to membership any person removed from membership on this ground on him, her or it paying such reasonable sum as the Board may determine;

28.2.7 if, he, she or it is removed by the Board who shall comply with any Regulations relating to the removal of membership.

29. Categories of membership

29.1 Subject to Article 29.2, the Board may with the approval of the Council of Representation:

29.1.1 establish such different categories of membership as they think fit.

29.1.2 Impose different subscriptions and confer different benefits on different membership categories and may, alter such benefits and subscriptions at any time.

29.2 The Board may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

30. Non-company law members

The Board may establish such classes of non-company law membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such non-company law members in accordance with such regulations as the Board shall make, provided that no such non-company law members shall be members of the Association for the purposes of the Articles or the Companies Acts.

ORGANISATION OF GENERAL MEETINGS

31. Annual general meetings

The Association may hold an annual general meeting once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It may be held at such time and place as the Board thinks fit.

32. Other general meetings

32.1 The Board may call a general meeting at any time.

32.2 The Board must call a general meeting if required to do so by the members under the Companies Acts.

33. Length of notice

All general meetings must be called by either:

33.1 at least 14 Clear Days' notice; or

33.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

34. Contents of notice

34.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

34.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

34.3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Company.

34.4 If the Company gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

35. Service of notice

Notice of general meetings must be given to every member, to the Board and to the auditors of the Association.

36. Quorum for general meetings

36.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

36.2 The quorum shall be twelve persons entitled to vote on the business to be transacted (each being a member, an authorised representative of a Corporate Member or a proxy for a member).

36.3 If two or more persons are authorised representatives of the same Corporate Member they shall together count as one person for the purposes of Article 36.2.

36.4 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

37. Chairing general meetings

37.1 The Chair or in his or her absence the Vice Chair (if any) shall preside as chair of every general meeting.

37.2 If neither the Chair nor the Vice Chair is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting.

37.3 If no Director is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person, or via their authorised representative if a Corporate Member, or by proxy and entitled to vote must choose one of the members or authorised representatives of Corporate Members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 37.3.

38. Attendance and speaking by Directors and non-members

38.1 Directors may attend and speak at general meetings, whether or not they are members.

38.2 The chair of the meeting may permit other persons who are not members of the Association (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.

39. Adjournment

- 39.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 39.1.1 the meeting consents to an adjournment; or
 - 39.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 39.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 39.3 When adjourning a general meeting, the chair of the meeting must:
- 39.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board; and
 - 39.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 39.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 Clear Days' notice of it:
- 39.4.1 to the same persons to whom notice of the Association's general meetings is required to be given; and
 - 39.4.2 containing the same information which such notice is required to contain.
- 39.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

40. Voting: general

- 40.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 40.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
- 40.2.1 has or has not been passed; or
 - 40.2.2 passed with a particular majority;
- is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 53 is also conclusive evidence of that fact without such proof.

41. Votes

Electronic voting in advance

- 41.1 The Board may make such arrangements as they think fit to allow members of the Association to vote in advance on any resolution on which a ballot is taken at a general meeting.

Votes on a show of hands

- 41.2 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:

41.2.1 each member present in person; and

41.2.2 (subject to Article 46.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and

41.2.3 each authorised representative of a Corporate Member present;

provided that if a person attending the meeting falls within two or more of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

Votes on a poll

- 41.3 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:

41.3.1 every member present in person; and

41.3.2 every member present by proxy (subject to Article 46.3); and

41.3.3 every authorised representative of a Corporate Member (subject to Article 41.4) present.

- 41.4 On a vote on a resolution at a meeting which is carried out by a poll, if more than one authorised representative of a Corporate Member purports to vote on behalf of the same Corporate Member:

41.4.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and

41.4.2 if they purport to vote in different ways they are treated as not having voted.

General

- 41.5 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.

- 41.6 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Association have been paid.

42. Errors and disputes

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

43. Poll votes

- 43.1 A poll on a resolution may be demanded:
 - 43.1.1 in advance of the general meeting where it is to be put to the vote; or
 - 43.1.2 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.
- 43.2 A poll may be demanded by:
 - 43.2.1 the chair of the meeting;
 - 43.2.2 the Board;
 - 43.2.3 any person, who, by virtue of being appointed proxy or authorised representative of a Corporate Member for one or more members having the right to vote on the resolution, holds two or more votes; or
 - 43.2.4 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 43.3 A demand for a poll may be withdrawn if:
 - 43.3.1 the poll has not yet been taken; and
 - 43.3.2 the chair of the meeting consents to the withdrawal.

44. Procedure on a poll

- 44.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.

Results

- 44.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 44.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

Timing

- 44.4 A poll on:
- 44.4.1 the election of the chair of the meeting; or
 - 44.4.2 a question of adjournment;
- must be taken immediately.
- 44.5 Other polls must be taken within 30 days of their being demanded.
- 44.6 A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

Notice

- 44.7 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded.
- 44.8 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

45. Proxies

Power to appoint

- 45.1 A member (including a Corporate Member) is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Association. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

Manner of appointment

- 45.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:
- 45.2.1 states the name and address of the member appointing the proxy;
 - 45.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 45.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Board may determine; and
 - 45.2.4 is delivered to the Association in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.
- 45.3 A proxy for a member representing an unincorporated organisation under Article 27.4 may be appointed by the member or by the organisation which he or she represents.
- 45.4 The Association may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

- 45.5 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.
- 45.6 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 45.6.1 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
 - 45.6.2 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.

46. Delivery of Proxy Notices

- 46.1 The Proxy Notification Address in relation to any general meeting is:
- 46.1.1 the registered office of the Association; or
 - 46.1.2 any other Address or Addresses specified by the Association as an Address at which the Association or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or
 - 46.1.3 any electronic Address falling within the scope of Article 46.2.
- 46.2 If the Association gives an electronic Address:
- 46.2.1 in a notice calling a meeting;
 - 46.2.2 in an instrument of proxy sent out by it in relation to the meeting; or
 - 46.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;
- it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 46.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

Attendance of member

- 46.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting (including an authorised representative of a Corporate Member) 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 (or the Corporate Member which they represent). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

Timing

- 46.4 Subject to Articles 46.5 and 46.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- 46.5 In the case of a poll taken more than 48 hours after it is demanded at a meeting, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 46.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
 - 46.6.1 received in accordance with Article 46.4; or
 - 46.6.2 given to the chair, Secretary (if any) or any Director at the meeting at which the poll was demanded.

Interpretation

- 46.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 46.

Revocation

- 46.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 46.9 A notice revoking the appointment of a proxy only takes effect if it is received before:
 - 46.9.1 the start of the meeting or adjourned meeting to which it relates; or
 - 46.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

Execution

- 46.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

47. Amendments to resolutions

- 47.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - 47.1.1 notice of the proposed amendment is given to the Association in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and

- 47.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 47.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 47.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
- 47.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 47.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

48. Written resolutions

A written resolution may be passed by the members in accordance with the Companies Acts.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

49. Communications by the Association

Methods of communication

- 49.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice) sent or supplied by the Association under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Association, including without limitation:
- 49.1.1 in Hard Copy Form;
- 49.1.2 in Electronic Form; or
- 49.1.3 by making it available on a website.
- 49.2 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).
- 49.3 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by the Board may also be sent or supplied by the means which that Director has asked to be sent or supplied with such notices or Documents for the time being.

Deemed delivery

- 49.4 A member present in person or by proxy or via their authorised representative if a Corporate Member at a meeting of the Association shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 49.5 Where any Document or information is sent or supplied by the Association to the members:
- 49.5.1 where it is sent by post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
- 49.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 49.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
- (a) when the material was first made available on the website; or
 - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 49.6 Subject to the Companies Acts, an Director or any other person may agree with the Association that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

Failed delivery

- 49.7 Where any Document or information has been sent or supplied by the Association by Electronic Means and the Association receives notice that the message is undeliverable:
- 49.7.1 if the Document or information has been sent to a member or Director and is notice of a general meeting of the Association, the Association is under no obligation to send a Hard Copy of the Document or information to the member's or Director's postal address as shown in the Association's register of members or directors, but may in its discretion choose to do so;
- 49.7.2 in all other cases, the Association shall send a Hard Copy of the Document or information to the member's postal address as shown in the Association's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
- 49.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

Exceptions

- 49.8 Copies of the Association's annual accounts and reports need not be sent to a person for whom the Association does not have a current Address.
- 49.9 Notices of general meetings need not be sent to a member who does not register an Address with the Association, or who registers only a postal address outside the United Kingdom, or to a member for whom the Association does not have a current Address.

50. Communications to the Association

The provisions of the Companies Acts shall apply to communications to the Association.

51. Secretary

A Secretary shall be the chief executive of the Association for the time being unless the Board resolve otherwise. Any other Secretary may be appointed by the Board for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

- 51.1 anything authorised or required to be given or sent to, or served on, the Association by being sent to its Secretary may be given or sent to, or served on, the Association itself, and if addressed to the Secretary shall be treated as addressed to the Association; and
- 51.2 anything else required or authorised to be done by or to the Secretary of the Association may be done by or to an Director, or a person authorised generally or specifically in that behalf by the Board.

52. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

53. Minutes

The Board must cause minutes to be made:

- 53.1 of all appointments of officers made by the Board;
- 53.2 of all resolutions of the Association and of the Board (including, without limitation, decisions of the Board made without a meeting); and
- 53.3 of all proceedings at meetings of the Association and of the Board, and of committees of the Board, including the names of the Board present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Board meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member of the Association or Director, be sufficient evidence of the proceedings.

54. Records and accounts

54.1 The Board shall comply with the requirements of the Companies Acts as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

54.1.1 annual reports;

54.1.2 annual returns; and

54.1.3 annual statements of account.

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

55. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

56. Winding up

If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall be distributed among the members of the Association as follows:

- (a) firstly, in reimbursement of any amounts paid by members under Article 5, pro rata according to their individual contribution; and
- (b) Secondly, equality amongst the members.

SCHEDULE
INTERPRETATION

Defined terms

In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
“Address”	includes a number or address used for the purposes of sending or receiving documents by Electronic Means;
“Articles”	the Association’s articles of Association;
“Association”	The British Parking Association;
“Regulations”	any rules or regulations adopted by the Board in accordance with Article 13;
“Chair”	has the meaning given in Article 9;
“Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;
“Clear Days”	in relation to the period of a notice, that 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;
“Companies Acts”	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Association;
“Connected”	any company, partnership or firm of which an Director is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
“Corporate Member”	has the meaning given in Article 27.5;
“Council of Representatives”	has the meaning given in Article 27;
“Document”	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or supplied in Electronic Form;
“Electronic Form” and “Electronic	have the meanings respectively given to them in

Means”	Section 1168 of the Companies Act 2006;
“Director”	a director of the Association, and includes any person occupying the position of director, by whatever name called; and
“Hard Copy” and “Hard Copy Form”	have the meanings respectively given to them in the Companies Act 2006;
“members”	the company law members of the Association;
“Memorandum”	the Association’s Memorandum of Association;
“Proxy Notice”	has the meaning given in Article 45;
“Proxy Notification Address”	has the meaning given in Article 46;
“Public Holiday”	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
“Secretary”	the secretary of the Association (if any);
“Vice Chair”	any individual elected as Vice-Chair in accordance with the Regulations;
“Writing”	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.

Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.

Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Association