

COMPANIES ACT 2006

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

**ARTICLES OF ASSOCIATION
of
BRITISH INSURANCE BROKERS' ASSOCIATION
Incorporated 1st January 1977**

Adopted by special resolution of the Association passed on 21st September 2009

**PART 1
INTERPRETATION AND LIMITATION OF LIABILITY**

Definition and interpretation

1. In the Articles, unless the context requires otherwise:

"Act" means the Companies Act 2006;

"Affiliate Member" means an affiliate member of the Association, having the rights and being subject to the obligations set out in article 68.2;

"Annual General Meeting" has the meaning given in article 86;

"Articles" means the Association's articles of association and any regulations thereunder from time to time in force;

"Associate Member" means an associate member of the Association, having the rights and being subject to the obligations set out in article 68.3;

"Association" means the British Insurance Brokers' Association;

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

"Board" means the board of directors for the time being of the Association;

"Business Interest Committee" means a committee constituted by the Board pursuant to article 64;

"Business Day" any day (other than Saturday or Sunday) on which clearing banks are open for a full range of banking transactions;

"chairman" has the meaning given in article 41;

"Company" in the context of membership means any body corporate (wherever incorporated);

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Association;

"Constituency" means a membership constituency established by the Board pursuant to article 140;

"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 section 1168 of the Companies Act 2006;

"Extraordinary General Meetings" has the meaning given in article 87;

"Finance Committee" means the committee of the Board constituted under article 61;

"Full Member" means a full member of the Association;

"General Meeting" means Annual General Meetings and Extraordinary General Meetings;

"Insurance Business" means insurance business of any of the classes specified in schedule 1 part 1 to the Financial Services and Markets Act (Regulated Activities) Order 2001 No 544;

"Member" means a Full Member, an Associate Member and an Affiliate Member and "Membership" shall be construed accordingly;

"month" means calendar month;

"Nominations Committee" means the committee of the Board constituted under article 63;

"Office" means the registered office of the Association;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"participate", in relation to a directors' meeting, has the meaning given in article 36;

"proxy notice" has the meaning given in article 119;

"Representative" means any person nominated by a Full Member to act as its representative to the Association in accordance with article 77;

"Secretary" means any person appointed by the Board to perform the duties of the secretary of the Association;

"special resolution" has the meaning given in section 283 of the Companies Act 2006; and

"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.

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include bodies of persons whether incorporated or

unincorporated.

Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 or any statutory modification thereof as in force on the date when these Articles become binding on the Association.

Liability of Members

2. The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Association in the event of its being wound up while it is a member or within one year after it ceases to be a Member, for:
 - 2.1 payment of the Association's debts and liabilities contracted before it ceases to be a Member;
 - 2.2 payment of the costs, charges and expenses of winding up; and
 - 2.3 adjustment of the rights of the contributories among themselves.

PART 2

THE BOARD

POWERS AND RESPONSIBILITIES OF THE BOARD

The Board's general authority

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

Members' reserve power

4. The Members may, by ordinary resolution, direct the Board to take, or refrain from taking, specified action. No such resolution invalidates anything which the Board has done before the passing of the resolution.

Constitution of the Board

5. The Board shall consist of the following:
 - 5.1 the chairman;
 - 5.2 the chairman elect (if any);
 - 5.3 up to one director to represent each Constituency;
 - 5.4 up to one director to represent each Business Interest Committee;
 - 5.5 the chairman of the Finance Committee;
 - 5.6 the chairman of the Nominations Committee; and
 - 5.7 up to four directors co-opted pursuant to article 10.

SELECTION OF DIRECTORS

Methods of selecting directors

6. 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 by a decision of the Board in accordance with the Articles.
7. The Board shall from time to time make regulations governing the procedure for the selection of a director by each Constituency and by each Business Interest Committee and for the filling of casual vacancies in such directorships. No such regulations shall be inconsistent with any provisions of these Articles.
8. To be eligible for selection as a director by a Constituency, a person must:
 - 8.1 be a nominated Representative of a Full Member;
 - 8.2 have been a member, for a period or periods of not less than one year, of a regional committee of a region in that Constituency; and
 - 8.3 have the prior approval of the Nominations Committee.
9. To be eligible for selection as a director by a Business Interest Committee, a person:
 - 9.1 need not be a nominated Representative of a Full Member; but
 - 9.2 must have the prior approval of the Nominations Committee.
10. The Board shall have power from time to time to co-opt not more than four persons to be directors. Persons appointed to the Board under the provisions of this article need not be nominated Representatives of Full Members. Persons appointed under this article shall hold office during such time as the Board shall decide but the Board shall review all such appointments annually at its first meeting after the Annual General Meeting in each year.
11. In the event that any doubt or question shall arise as to the eligibility of any person to be a director under the provisions of these Articles, or as to whether any person is due to retire under the provisions of these Articles, or on the interpretation of any regulation made pursuant to these Articles, or if there is any matter of dispute relevant to the selection of any director under such regulations, then the matter shall be referred to the chairman or, in his absence, the chairman elect (if any) who shall decide the matter in accordance with the principles set out in the Articles and whose decision shall be final and binding upon the Association and all persons interested therein.

Period of office of directors

12. A director selected:
 - 12.1 by the Board to fill a casual vacancy shall hold office only until the next following Annual General Meeting. If not reappointed at such Annual General Meeting, he shall vacate office at the conclusion thereof; and
 - 12.2 by a Constituency or by a Business Interest Committee pursuant to these Articles shall take office as on and from the termination of the Annual General Meeting held following his selection and shall, unless he ceases to hold office earlier in accordance with any provision of these Articles, hold office as such for a period until the termination of the second Annual General Meeting held following his taking up office and he shall vacate office at the conclusion thereof.

13. No director selected by a Constituency or by a Business Interest Committee shall serve in that capacity for more than two consecutive periods of office following his first taking up office. A director having served for the period defined in article 12 shall forthwith retire from the Board and be eligible for re-election once and thereafter shall not be eligible to hold office after a second period in any of such capacities referred to in this article except and until the termination of the Annual General Meeting next following his retirement at the end of such second period.
14. In determining how long any director has been in office for the purposes of these Articles, a director appointed to fill a casual vacancy shall have ignored his service from his appointment until the termination of the next Annual General Meeting.

Termination of director's appointment

15. A person ceases to be a director as soon as:
 - 15.1 that person ceases to be a director by virtue of any provision of the Act or is prohibited from being a director by law;
 - 15.2 a bankruptcy order is made against that person;
 - 15.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
 - 15.4 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 15.5 by reason of that person's mental health, a court of competent jurisdiction makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
 - 15.6 notification is received by the Association from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
 - 15.7 that person is directly or indirectly interested in any contract with the Association and fails to declare the nature of his interest in manner required by section 182 - 187 of the Act and the Board resolves that his office be vacated, the director in question not being entitled to vote on such resolution;
 - 15.8 that person ceases to be qualified either under articles 7 and 8 or if the firm or company of which he is the nominated Representative ceases to be a Member of the Association;
 - 15.9 that person has for more than six months been absent without permission of the Board from meetings of the Board held during that period and the Board resolves that his office be vacated, the director in question not being entitled to vote on such resolution;
or
 - 15.10 that person is removed from office by a resolution of the Board approved by three-quarters of those attending and voting at a Meeting of the Board specially convened for the purpose and at which the director in question has been given reasonable opportunity of speaking on his behalf, the director in question not being entitled to vote on such resolution.
16. The Association may by ordinary resolution, of which special notice has been given in accordance with section 312 of the Act, remove any director notwithstanding anything in

these Articles or in any agreement between the Association and such director. Such removal shall be without prejudice to any claim such director may have for damages for breach of any contract of service between him and the Association.

POWERS AND DUTIES OF THE BOARD

17. The business of the Association shall be managed by the Board, which may exercise all such powers of the Association as are not, by the Act or by these Articles, required to be exercised by the Association in General Meeting, subject nevertheless to the provisions of the Act or these Articles, and to such regulations, not being inconsistent with the aforesaid provisions, as may be prescribed by the Association in General Meeting; but no regulation made by the Association in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
18. The Board may from time to time and at any time by power of attorney appoint any one or more director to act as attorney or attorneys of the Association for such purposes and with such powers, authorities and discretion (not exceeding those vested in or exercisable by the Board under these Articles) and for such period and subject to such conditions as it may think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Board may think fit and may also authorise such attorney to delegate all or any of the powers, authorities and discretion vested in him.
19. All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for monies paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
20. The Board may exercise all the powers of the Association to borrow money, to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Association.
21. Once at least in 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.
22. The Board shall cause accounting records to be kept in accordance with sections 386-389 of the Act.
23. All acts done by any meeting of the Board or of a committee of the Board or by any person acting as a member of the Board or a committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board member or committee member.
24. The Board shall cause minutes to be made in books provided for that purpose:
 - 24.1 of all appointments of officers made by the Board;
 - 24.2 of the names of those present at each meeting of the Board and of any committee of the Board;
 - 24.3 of all resolutions and proceedings at all General Meetings of the Association, and of all meetings the Board, and of committees of the Board.

25. The directors must ensure that the Association keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

PROCEEDINGS OF THE BOARD

Directors to take decisions collectively

26. The directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit provided that the directors shall seek to arrange not less than four meetings of the Board in any one-year.
27. The general rule about decision-making by the Board is that any decision of the Board must be either:
- 27.1.1 a majority decision at a meeting; or
 - 27.1.2 a unanimous decision taken in accordance with article 28.

Unanimous decisions

28. A decision of the Board of directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter. Such a decision may take the form of a resolution in writing signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing. Any such resolution shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in the like form each signed or agreed to in accordance with this article.
29. References in article 28 to eligible directors are to all the Board members for the time being entitled to receive notice of a meeting of the Board and who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting
30. A decision may not be taken in accordance with article 28 if the eligible directors would not have formed a quorum at such a meeting.

Calling a Board meeting

31. The chairman or three Board members may, and the secretary on the requisition of three Board members shall, at any time, summon a meeting of the Board.
32. At least four days' notice of a meeting of the Board shall be given, except in cases of emergency.
33. Notice of any Board meeting must indicate:
- 33.1 its proposed date and time;
 - 33.2 where it is to take place; and
 - 33.3 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.
34. Notice of a Board meeting must be given to each director, but need not be in writing.

35. Notice of a Board meeting need not be given to directors who waive their entitlement to notice of that meeting by giving notice to that effect to the Association either generally during a particular period or specifically not more than 7 days after the date on which the meeting in question 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.

Participation in Board meetings

36. Subject to the Articles, directors participate in a Board meeting, or part of a Board meeting, when:
- 36.1 the meeting has been called and takes place in accordance with the Articles; and
 - 36.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting and participation in a meeting in this manner shall be deemed to constitute presence in person at such meeting.
37. Subject to these Articles and the Act, directors participating in a Board meeting in accordance with article 36.2 shall be entitled to vote and be counted in a quorum accordingly. Such a meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairman of the meeting then is.

Quorum for Board meetings

38. At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
39. The quorum for the transaction of the business of the Board shall be fixed from time to time by the Board but shall not be less than four; for avoidance of doubt, directors co-opted under the provisions of article 10 shall count towards a quorum. The Board may act notwithstanding a vacancy in its membership.
40. If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision:
- 40.1 to appoint further directors; or
 - 40.2 to call a General Meeting so as to enable the Members to appoint further directors.

CHAIRMAN AND CHAIRMAN ELECT

41. The Board shall from time to time elect a chairman of the Board who shall also be the chairman of the Association. The Board may also elect a chairman elect of the Board. Subject to the provisions of this article, the chairman and chairman elect shall each hold office from the termination of the Annual General Meeting following their election until the termination of the next following Annual General Meeting and shall then retire. The Board may re-elect a retiring chairman or chairman elect to hold office in that capacity for a further period of office until the termination of the Annual General Meeting following his taking up office upon re-election and he shall then retire. The chairman or chairman elect may be re-elected up to three times in this manner but following his retirement after the fourth period of office he shall not be eligible to take office in that capacity until after the termination of the next following Annual General Meeting.
42. Neither the chairman nor the chairman elect need be a current director of the Association nor an employee of a Member. If the chairman or chairman elect is not a director on election, he shall then become a director upon election.

43. Where a vacancy occurs in the office of chairman or chairman elect the Board shall elect another person to be chairman or chairman elect as the case may be to hold office for the remainder of the predecessor's period of office and such period shall not be counted against any further period of election under article 41.
44. Forthwith on the chairman of the Finance Committee or of the Nominations Committee or a director selected by a Constituency or Business Interest Committee being elected to be chairman or chairman elect a casual vacancy shall arise in such former position.
45. The chairman and chairman elect shall be ex officio members of all committees of the Board.
46. If at any meeting the chairman is not present within five minutes of the time appointed for holding the same, the chairman elect shall be chairman of the meeting and if the chairman elect is not present the directors present may elect one of their number to be chairman of the meeting.

Casting vote

47. If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a second or casting vote.
48. But this does not apply if, in accordance with the Articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

Conflicts of interest

49. If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Association in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes unless:
 - 49.1 the Association by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - 49.2 the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - 49.3 the director's conflict of interest arises from a permitted cause,in which case, a director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making process for quorum and voting purposes.
50. For the purposes of article 49.3, the following are permitted causes:
 - 50.1 a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;
 - 50.2 subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - 50.3 arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Association or any of its subsidiaries which do not provide special benefits for directors or former directors.

51. For the purposes of these Articles, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
52. Subject to article 53, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
53. If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

Directors' discretion to make further rules

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

PRESIDENT AND VICE-PRESIDENTS

55. There may be a president of the Association who may be appointed from time to time by the Board and shall hold office during such time as the Board shall from time to time decide.
56. Whether or not there is a president for the time being there may be one or more vice-presidents of the Association who may be appointed from time to time by the Board and shall hold office during such period as the Board shall from time to time decide.
57. Any person may be appointed as and be president or vice-president with the exception of a Representative of a Full Member of the Association who, for the avoidance of doubt, may not be appointed as president or vice-president. The president or vice-president shall not by reason only of his being appointed president or vice-president be a Member of the Association or a Representative or liable to pay any entrance fee or annual subscription or entitled to any of the rights of a Member. The president or any vice-president may, however, attend General Meetings of the Association but shall not by virtue of that office be entitled to vote thereat.

OFFICERS

58. The Board shall appoint a secretary and shall have power to appoint such other officers and employees as it may think fit for such terms, at such remuneration and upon such conditions as it may think fit.

COMMITTEES

59. The Board may delegate any of its powers to committees consisting of such person or persons as it thinks fit; any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
60. The Board shall from time to time make regulations (either generally or in relation to any particular committee of the Board) concerning all matters relating to committees of the Board, including without prejudice to the generality of the foregoing their respective powers, duties, constitutions and proceedings for their meetings including the quorum therefor, voting thereat and appointment of chairmen, and the delegation of their powers and functions to sub-committees. No regulations under this article shall be inconsistent with any other

provisions of these Articles and the articles governing the Proceedings of the Board shall apply mutatis mutandis in relation to committees of the Board and sub-committees in the absence of any such regulations.

FINANCE COMMITTEE

61. Notwithstanding the provisions of article 59, the Board may constitute a finance committee as a committee of the Board consisting of such person or persons as the Board may think fit to undertake responsibilities in relation to such financial and other matters relating to the Association as the Board may delegate to it.
62. The Board shall appoint the chairman of the Finance Committee to hold office during such time as the Board shall from time to time decide.

NOMINATIONS COMMITTEE

63. The Board shall constitute a Nominations Committee as a committee of the Board consisting of the chairman, a co-opted director and such other person or persons as the Board may think fit. The Nominations Committee shall undertake such responsibilities in relation to the approval or otherwise of candidates for appointment to the Board by the Constituencies and by the Business Interest Committees and the identification of prospective chairmen, chairmen elect, chief executives and directors to be co-opted pursuant to article 10 as the Board may delegate to it.

BUSINESS INTEREST COMMITTEES

64. Notwithstanding the provisions of article 59, the Board may Constitute Business Interest Committees as committees of the Board to undertake such responsibilities in relation to that business interest sector as the Board may from time to time delegate to it.
65. Business Interest Committees shall consist of such person or persons as may be elected to that committee pursuant to the constitution of the appropriate business interest sector. All such constitutions and amendments thereto shall be required to be approved by the Board. Each Business Interest Committee shall in the exercise of the powers delegated to it conform to any regulations that may be imposed on it by the Board.
66. For the purpose of these Articles a business interest sector shall be identified as being such part of the business of an insurance broker as the Board in its absolute discretion may determine.

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

Classes of membership

67. The Association is registered with an unlimited number of Members. Members of the Association may be Full Members, Affiliate Members or Associate Members.
68. Subject to the provisions of these Articles:
 - 68.1 Full Membership of the Association shall be open to any business (whether or not incorporated and however constituted) operating as an intermediary of Insurance

Business;

- 68.2 Affiliate Membership shall be open to any business (whether or not incorporated and however constituted) outside the primary general insurance area at the invitation of the Association. For the avoidance of doubt Affiliate Members have no voting rights;
- 68.3 Associate Membership shall be open to insurance professionals and intermediaries operating in the secondary market (that is outside the primary general insurance area) and applications for Membership will be made via the insurance professionals and intermediaries' trade body or institution. Applications for Associate Membership will be vetted by the Association. For the avoidance of doubt Associate Members have no voting rights; and
- 68.4 Membership shall be open to such other businesses (whether or not incorporated and however constituted) qualified under the Membership regulations laid down by the Board from time to time.

All admissions to Membership shall be at the absolute discretion of the Board.

- 69. All applications for Full Membership shall be made in writing in such form as the Board shall from time to time prescribe.
- 70. Applications for Associate Membership must be made in writing.
- 71. Businesses wishing to apply for Affiliate Membership may do so after receiving an invitation from the Association.
- 72. Applicants for all categories will be required to provide such information and application fees as may be required by the Board.
- 73. The Board shall be entitled from time to time to make regulations ("the Membership Regulations") governing the requirements, qualifications and conditions on which all Members shall be admitted to and remain in Membership.
- 74. It shall be the duty of every Member to give such information as the Board may from time to time require in connection with that Member's business.

Termination of membership

- 75. Membership of the Association shall cease forthwith:
 - 75.1 on a Member submitting his resignation in writing to the Secretary;
 - 75.2 on non-payment of subscription as provided by article 84;
 - 75.3 if a Member shall fail to comply with any provisions of these Articles or of the Membership or other regulations made hereunder and, where such non-compliance is capable of remedy, it fails to remedy such non-compliance within ten Business Days of receipt by it of notice from the Association requiring compliance by it;
 - 75.4 if it shall be resolved by the Board that a Member shall cease to be a Member, provided that no such resolution shall be effective unless it is passed by a meeting of the Board at which the Member shall have been given reasonable opportunity to speak on his own behalf; or
 - 75.5 if a Member dies or ceases to exist.

76. Membership is not transferable.

MEMBERS' REPRESENTATIVES

77. In order to exercise any of the rights of Full Membership of the Association and subject to meeting the necessary criteria for Full Membership, a Full Member is required to nominate a person to act as its Representative to the Association and to the regions thereof. A Full Member may revoke a nomination and nominate another Representative in his place. A Full Member shall give all information that may be required by the Board regarding such Representative. Affiliate and Associate Members have no right to nominate representatives.
78. All nominations and revocations shall be effective only upon being notified in writing to the Secretary. Upon receipt by the Secretary of any revocation, such person shall ipso facto cease to be a Representative of such Full Member, and any person nominated in his place shall be and become the Representative.

SUBSCRIPTIONS

79. Each Member shall pay by way of annual subscription such amounts (if any) as may be determined from time to time by the Board in respect of each Member provided that the Board shall be entitled in its absolute discretion to charge different amounts (if any) by way of annual subscription from different Members. The Board can determine that one annual subscription in each year shall be payable in respect of Member Companies having a common holding Company and of the holding Company.
80. If for any year the accounts of the Association show an excess of expenditure over income the Board may in its absolute discretion resolve that every Member which has been a Member for any part of that year shall be called upon to pay by way of additional subscription for that year such sum as may be necessary, with all other similar sums, to reimburse the Association in respect of such excess of expenditure over income and each party, whether then a Member or a former Member liable under this article, shall pay such additional subscription within 21 days after notice requiring such payment shall have been given to them. No Member shall be entitled to dispute the amount or liability to pay the amount of additional subscription and the Board shall be entitled in its absolute discretion to call upon different Members to pay different amounts by way of additional subscriptions, provided that the Board in exercising its discretion may have regard to any scale of subscriptions payable by different Members.
81. Unless the context otherwise requires, the word "subscription" shall include any additional subscription payable under these Articles.
82. The Board shall from time to time determine the times and manner of payment of subscriptions and shall be entitled to make provision for payment of an appropriate part of any subscription where, in the year of admission, Membership is not held for the full year for which such subscription is payable.
83. Applicants for Membership shall pay their first subscription (if any) on election and they shall not become Members or have their names entered on the register of Members until such first subscription (if any) has been paid.
84. Without prejudice to the provisions of article 122, any Member whose subscription is not paid within three months of the commencement of the financial year for which the subscription is due, or in the case of an additional subscription payable under article 80 within three months after notice requiring payment has been given to the Member, shall, unless the Board shall decide otherwise before the expiration of such period, ipso facto, cease to be a Member of the Association and his name shall thereupon be removed from the register of Members.

85. A member which ceases to be a Member at any time and which is indebted to the Association for any subscription, or becomes indebted for any additional subscription under article 80, shall remain liable to pay the same to the Association notwithstanding that it shall have ceased to be a Member of the Association.

ORGANISATION OF GENERAL MEETINGS

86. The Association shall in each year hold a General Meeting as its annual general meeting (the "Annual General Meeting") in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and that of the next. The Annual General Meeting shall be held at such time and place as the Board shall appoint.
87. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
88. The Board may, whenever it thinks fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitions, as provided by section 303 - 305 of the Act.

Attendance and speaking at General Meetings

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

NOTICE OF GENERAL MEETINGS

93. An Annual General Meeting and an Extraordinary General Meeting called for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. Any other Extraordinary General Meeting of the Association shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is given, and shall specify the place, the day and the hour of the General Meeting and, in the case of special business, the general nature of that business. Notice shall be given in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such parties as are, under these Articles, entitled to receive such notices from the Association.

94. Notice of every General Meeting of the Association shall be given to:
- 94.1 every Full Member except those which (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notice to them;
 - 94.2 the auditor for the time being of the Association; and
 - 94.3 every Board member.

No other party shall be entitled to receive notices of General Meetings.

Quorum for General Meetings

95. No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum at the time when the General Meeting proceeds to business. A quorum shall consist of not less than six Representatives who are entitled to vote at the General Meeting and are present in person.
96. If within half an hour from the time appointed for the General Meeting, a quorum is not present, the General Meeting, if convened upon the requisition of those entitled Members, shall be dissolved. In any other case, the Representatives present in person shall be a quorum.

PROCEEDINGS AT GENERAL MEETINGS

97. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and auditors, reports of the elections of Members to the Board, and the appointment of, and the fixing of the remuneration of, the auditors.
98. The chairman of the Association shall preside as chairman at every General Meeting of the Association; or if he shall not be present within fifteen minutes after the time appointed for the holding of the General Meeting, or is unwilling to act, the chairman elect, if any, shall be chairman of the General Meeting and, failing him, the Board members present shall elect one of their number to be chairman of the General Meeting.
99. If at any General Meeting no Board member is willing to act as chairman, or if no Board member is present within fifteen minutes from the time appointed for holding the General Meeting, the Representatives present shall elect one of their number to be chairman of the General Meeting.

Adjournment

100. The chairman of the General Meeting may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the General Meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
101. The chairman of the General Meeting may adjourn the meeting if it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
102. When adjourning a General Meeting, the chairman of the meeting must:

- 102.1 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 directors; and
- 102.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 103. 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 (that is, excluding the day of the adjourned meeting and the day on which the notice is given) and notice of the adjourned General Meeting shall be given as in the case of an original General Meeting.
- 104. 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.
- 105. Save as aforesaid, it shall not be necessary to give notice of an adjournment or of the business transacted at an adjourned General Meeting.

VOTING AT GENERAL MEETINGS

Poll votes

- 106. At any General Meeting a resolution put to the vote at the General Meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
 - 106.1 by the chairman;
 - 106.2 by not less than five Members present and entitled to vote thereat; or
 - 106.3 by any Members present in person or by Representative or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote on the resolution.

Unless a poll is so demanded, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of number or proportion of the votes recorded in favour of or against such resolution.

- 107. If a poll is demanded, any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
- 108. A poll may not be demanded on the election of a chairman, or on a question of adjournment.
- 109. The demand for a poll may be withdrawn if:
 - 109.1 the poll has not yet been taken; and
 - 109.2 the chairman of the meeting consents to the withdrawal.
- 110. Except as provided in article 108, if a poll is demanded it shall be taken at such time and place and in such manner as the chairman of the General Meeting shall direct, with the exception that the Association will not conduct a postal ballot. The result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.
- 111. Polls must be taken immediately and in such manner as the chairman of the meeting directs.

- 112. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the General Meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

Errors and disputes

- 113. 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.
- 114. Any such objection must be referred to the chairman of the meeting whose decision is final.

General

- 115. The chairman of the Association if not otherwise entitled shall have one vote.
- 116. On a show of hands, each Full Member present in person shall be entitled to one vote.
- 117. Upon a poll, there shall be exercisable in respect of each Full Member one vote for each £1,000 of subscription or part thereof payable in the calendar year in which the vote is cast, excluding any additional subscription as per article 80. In the absence of manifest error, the decision of the chairman of the General Meeting on the number of votes an entitled Member may cast shall be conclusive.
- 118. Except as provided in articles 116 and 117, no Member shall have a vote.

Voting by proxy

- 119. On a poll, votes may be given by proxy. In order to be valid, proxies must be submitted by not later than 48 hours before the General Meeting. The form of proxy shall be in the following form or a form as near thereto as circumstances admit:-

"BRITISH INSURANCE BROKERS' ASSOCIATION

We _____ of _____ being a Full Member of the above named Company, hereby appoint the Chairman of the Meeting or (see *Note 1*) _____ of _____ as our proxy to vote for us on our behalf at the Annual/Extraordinary (as the case may be) General Meeting of the Company to be held on _____ and at any adjournment thereof.

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

This form is to be used *in favour of/against* the resolution*.

Signed.....

this _____ day of _____ .

** Delete as necessary.*

Note 1: If any proxy is desired other than the Chairman of the Meeting strike out the words "the Chairman of the Meeting or", insert the name of the proxy preferred and initial the alteration. Failure to initial the alteration will deem the Chairman of the Meeting to be your proxy. A proxy need not be a member of the Company.

Note 2: You must insert your name and your address in the first line of this form of proxy for it to be valid."

120. Unless a proxy notice indicates otherwise, it must be treated as:
 - 120.1 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
 - 120.2 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.
121. The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
122. No Member shall be entitled to vote at any General Meeting of the Association or at any meeting of a region or in any ballot unless all monies presently payable by the Member have been paid to the Association. The decision of the chairman of the General Meeting shall be conclusive as to whether a Member is so entitled to vote.

Delivery of proxy notices

123. 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.
124. 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.
125. 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.
126. 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.

MEMBERS ACTING BY REPRESENTATIVE AT GENERAL MEETINGS

127. A Full Member shall be invited to nominate a person to act as its Representative in the manner provided in section 323 of the Act. Such Representative shall have the right on behalf of the Full Member to attend General Meetings of the Association and, if so qualified, vote thereat, and generally exercise all rights of Membership on behalf of the Full Member. A Full Member may from time to time revoke the nomination of such Representative, and nominate another Representative in his place. All such nominations and revocations shall be made in writing to the Secretary. For the avoidance of doubt only Full Members are entitled to appoint a Representative.

Amendments to resolutions

128. An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
 - 128.1 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 before the meeting is to take place (or such later time as the chairman of the meeting may determine); and

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

REGIONS AND REGIONAL COMMITTEES

- 131. The Board shall establish Membership regions and may amend the boundaries of any particular region.
- 132. Every Full Member which only carries on business from one office shall belong to and be a Full Member of the region in which that office is situated.
- 133. Any Full Member which carries on business from more than one office shall be deemed to be a Full Member of each region within which each such office is situated.
- 134. In the event of any question concerning the region or regions to which a Full Member is attached, the decision of the Board shall be final and binding.
- 135. Notwithstanding the provisions of these Articles the Board may agree with a Full Member that they shall be a Full Member of a particular region whether or not they carry on business from an office in that region.
- 136. A Full Member shall be required to nominate a Representative to act on its behalf in order to exercise all rights of Membership in each region to which it is attached. A Full Member may from time to time revoke any nomination and nominate another representative in his place. All nominations and revocations shall be made in writing to the Secretary.
- 137. Each region shall have a regional committee.
- 138. Members of a regional committee must be nominated Representatives of Full Members attached to such region. Affiliate Members and representatives of Associate Members may be co-opted from time to time to regional committees but as observers only.
- 139. The Board has power to make regulations from time to time in respect of all matters affecting or appertaining to regions or regional committees and shall be entitled to decide all matters affecting or appertaining to regions or regional committees. Without prejudice to the generality of the foregoing such regulations may govern the powers, functions and procedures of regions and regional committees and of meetings thereof and the constitution of regional committees and the election, appointment and removal of regional committee members. No such regulations under this article shall be inconsistent with any provisions of these Articles.

CONSTITUENCIES

140. The Board shall establish Membership constituencies and shall allocate each region to belong to a Constituency.

PART 4
ADMINISTRATIVE ARRANGEMENTS

Means of communication to be used

141. Subject to the Articles, anything sent or supplied by or to the Association under the Articles may be sent or supplied in any way in which the Act provides for documents or information which are authorised or required by any provision of the Act to be sent or supplied by or to the Association.
142. Subject to the Articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
143. A director may agree with the Association that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
144. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice shall not invalidate the proceedings at that General Meeting.

No right to inspect accounts and other records

145. Except as provided by law or authorised by the directors 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.

DIRECTORS' INDEMNITY AND INSURANCE

Indemnity

146. Subject to article 147, but without prejudice to any indemnity to which the director or other officer may otherwise be entitled every director or other officer of the Association shall be indemnified out of the assets of the Association against:
- 146.1 any liability incurred by that director or other officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Association;
- 146.2 any liability incurred by that director or other officer in connection with the activities of the Association in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and
- 146.3 any other liability incurred by that director or other officer of the Association.
147. Article 146 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

Insurance

148. The Association shall purchase and maintain for all directors or other officer of the Association insurance against any loss or liability which by virtue of any rule of law would otherwise attach to him in respect of negligence, default, breach of duty or breach of trust of which he may be guilty in connection with that director's duties or powers in relation to the Association.

Winding Up

149. If upon the winding-up or dissolution of the Association, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Association, but shall be given or transferred to some other institution or institutions, not formed or carrying on business for profit having objects similar to the objects of the Association, 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 aforesaid provision, then to some charitable object.