

THE COMPANIES ACTS 1985 TO 1989

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE PROPERTY CARE ASSOCIATION

(adopted by Special Resolution passed on 20 March 2009)

GENERAL:

1. In these Articles the words in the first column of the table below have the meanings opposite to them respectively in the second column, if not inconsistent with the subject or context:-

The Act	The Companies Act 1985 and the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.
These Articles	These Articles of Association and the regulations of the Association from time to time in force.
The Association	The Property Care Association.
The Board	The board of directors for the time being of the Association.
Executive Director	a director appointed by the Board.
The Office	The registered office for the time being of the Association.

The word “member” or “members” shall not unless the context so requires include an honorary member or honorary members.

The expressions “communication” and “electronic communication” each mean the same as in the Electronic Communications Act 2000 and the expression “address” includes, in relation to electronic communication, any number or address used for the purpose of electronic communication

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

Words importing one gender only shall include each other gender, and words importing persons shall include corporations.

Except as mentioned above, any words or expressions defined in the Act or any statutory modification of it in force at the date on which these Articles become binding on the Association shall, if not inconsistent with the subject or context, have the same meaning in these Articles.

2. The provisions of the Act shall be observed by the Association and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member except that payment by a member of the subscription shall be deemed to constitute his consent to become a member and be bound by the Memorandum and Articles of Association of the Association and any regulations and bye-laws from time to time made by the Association.

MEMBERSHIP:

3. The subscriber to the Memorandum of Association and such other persons as the Board shall admit to membership in accordance with the provisions of these Articles shall be members of the Association and shall be entered in the register of members accordingly.

4. The Board may from time to time make such rules or arrangements as it may consider expedient with regard to the establishment and operation of different sections of members and of sectional committees to govern those different sections of members and the allocation or re-allocation of members among those sections and the Board shall have power to alter add to or repeal those rules or arrangements; but no rule or arrangement shall be inconsistent with or affect or repeal any thing contained in the Memorandum or Articles of the Association.

5. Every applicant for admission as a member of the Association must make an application in such form as may from time to time be prescribed by the Board (the "Application").

6. Acceptance into membership shall be conditional upon the applicant having satisfied the Board that it is of good standing and is competent. The applicant shall cooperate in the provision of such reports as the Board may prescribe and provide such information and allow such inspections or investigations as the Board shall consider necessary. The Board may establish probationary schemes to have effect prior to a person being admitted as a member.

7. Every Application shall be considered by the Board and if it be approved by the Board in its absolute discretion the applicant shall forthwith pay the amount of his subscription payable in accordance with Article 12 and thereupon his name shall be entered in the register of members and the applicant shall become a member of the Association accordingly.

8. The rights of a member of the Association as such shall be personal and shall not be transferable and shall cease upon his death or in the case of a corporation, upon its winding up or dissolution, provided that if such winding up or dissolution shall be merely for the purposes of a solvent reconstruction or amalgamation, the Board may, at its discretion, permit the rights of membership to vest in and be enjoyed by the successor of such corporation.

9. Any member may by notice in writing or, if the Board so decides, by notice contained in an electronic communication retire from membership of the Association and upon receipt of such notice by the Association shall forthwith cease to be a member of the Association but shall nevertheless remain liable to the Association for any subscription due from him and unpaid at the date of the receipt of such notice and shall not be entitled to any refund of subscription in respect of the then current subscription year.

10. A member shall be deemed to have retired from membership (a) when any subscription due from him to the Association is in arrears for two months or (b), where the member is paying his subscription by instalments fixed by the Board, immediately upon any default by the member in paying any instalment of subscription. The Board shall have power at any time to reinstate the member on such terms as to payment of arrears interest and expenses or otherwise as the Board may think fit.

11. Any member who shall, in the opinion of the Board, be acting inconsistently with the objects of the Association or who fails to maintain satisfactory professional standards or who falls into disrepute or who fails to abide by any code of conduct or ethics of the Association or who may be otherwise unsuitable for membership may be excluded from the Association by resolution of the Board at a special meeting of the Board convened for the purposes of considering the same. No such resolution shall be passed or have any validity or effect unless the member concerned has been given at least twenty-one days' notice of the meeting at which the resolution is considered and afforded an opportunity of being heard.

SUBSCRIPTIONS:

12.1 The members of the Association shall pay annual subscriptions of such amount as the Board may from time to time determine.

- 12.2. All annual subscriptions shall be payable in advance to the Association on the first day of January in each year or as soon after that as the amount payable shall have been determined.
- 12.3. If the annual subscription for a year shall not have been determined by 1st January in any year, subscriptions shall nevertheless remain payable at the same rate or rates as were applicable in the previous year; but the Board shall nevertheless have the right to determine the subscription at a different rate or rates after the 1st January but with effect from the 1st January.
- 12.4. The Board shall have power to make rules (and to alter, add to, or repeal those rules) with regard to the payment and collection of subscriptions generally and in particular the payment of subscriptions by instalments, payment by direct debit or standing order, the payment of interest, surcharges, or administration or collection costs in case of late payment of subscriptions, and the allowance of discounts for prompt payment of subscriptions.

GENERAL MEETINGS:

13. The Association shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that every annual general meeting shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
14. The Board may, whenever it thinks fit, convene a general meeting and general meetings shall also be convened on such requisition or, in default, may be convened by such requisitionists as provided by Section 303 of the Companies Act 2006.
15. Fourteen days' clear notice at the least of every annual general meeting and any other general meeting, specifying the place the day and hour of meeting and, in the case of special business, the general nature of that business shall be given to any auditors of the Association and to such persons as are, under these Articles or under the Act, entitled to receive such notices from the Association; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than annual general meetings, a meeting may be convened by such notice as those members may think fit.
16. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any person entitled to receive notice shall not invalidate any resolution passed or any proceeding at any meeting.

PROCEDURE AT GENERAL MEETINGS:

17. All business shall be deemed special that is transacted at a general meeting and all that is transacted at an annual general meeting shall also be deemed special, with the

exception of the consideration of the income and expenditure account and balance sheet and the reports of the Board and of any auditors, the election of the Board and honorary officers and the appointment and fixing of the remuneration of any auditors.

18. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as hereinafter otherwise provided, three persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative of a corporation, shall be a quorum. If at any time the number of members of the Association is less than three, then that number present personally or by proxy or a duly authorised representative of a corporation and entitled to vote shall be a quorum.

19. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week, at the same time and place, or at such other place as the chairman shall appoint and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for the holding of the meeting, the members present shall be a quorum.

20. The Chairman, or in his absence the Deputy Chairman, shall preside as chairman at every general meeting, but if at any meeting neither of them shall be present within fifteen minutes after the time appointed for holding the same and willing to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose some member of the Association who shall be present to preside.

21. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment or of the business to be transacted at an adjourned meeting.

22. At any general meeting, a resolution put to the vote of the 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 (a) by the chairman or (b) by at least three members present and entitled to vote or (c) by any member or members present and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting; and a demand by a person as proxy for a member shall be the same as a demand by the member. Unless a poll be so demanded a declaration by the chairman of the meeting 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 minute book of the Association shall be conclusive evidence of the fact without proof of the

number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

23. Subject to the provisions of Article 22, if a poll be demanded in manner aforesaid, it shall be taken at such time (within fourteen days) and place and in such manner as the chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

24. No poll shall be demanded on the election of a chairman of the meeting or on any question of adjournment.

25. In the case of an equality of votes whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a second or casting vote.

26. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTE OF MEMBERS:

27. Subject as hereinafter provided, on a show of hands every member who (being an individual) is present in person or by a proxy or (being a corporation) is present by a representative duly authorised pursuant to Article 29, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote.

28. Save as herein expressly provided no person other than a member duly registered and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership shall be entitled to be present or to vote on any question at any general meeting, but any accidental omission to enforce this provision shall not invalidate any resolutions.

29. Any corporation which is a member of the Association may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at any meeting of the Association and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if that corporation were an individual member of the Association personally present.

30. On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion.

31. An appointment of a proxy shall be in the following form or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve and shall be either executed by or on behalf of the appointor or authenticated or validated in such other manner as the Board may approve:-

THE PROPERTY CARE ASSOCIATION

I/WE _____ of _____
being a member/members of the above-named Association, hereby appoint [the
chairman of the meeting] or _____ of _____
or failing him _____ of _____
[complete and delete as appropriate]
as my/our proxy to vote in my/our name[s] and on my/our behalf at the [annual]
general meeting of the Association to be held on _____, and at any
adjournment thereof.

Dated:

Signed (or otherwise authenticated in a manner approved by the Board):

32. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the appointment of a proxy shall be in the following form or in a form as near thereto as circumstances allow or in any other form which is usual or which the Board may approve:-

THE PROPERTY CARE ASSOCIATION

I/WE _____ of _____
being a member/members of the above-named Association, hereby appoint [the
chairman of the meeting] or _____ of _____
or failing him _____ of _____
[complete and delete as appropriate]
as my/our proxy to vote in my/our name[s] and on my/our behalf at the [annual]
general meeting of the Association to be held on _____, and at any
adjournment thereof.

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

Resolution No. 1	*for	*against
Resolution No. 2	*for	* against.

* Strike out whichever is not desired.

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

Dated:

Signed (or otherwise authenticated in a manner approved by the Board):

33. The appointment of a proxy and any authority under which it is executed

authenticated or validated or a copy of such authority certified notarially or in some other way approved by the Board may:-

- (a) in the case of an instrument in writing, be deposited at the Office or at such other address as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- (b) in the case of an appointment contained in an electronic communication, where an address has been specified for the purpose of receiving electronic communications
 - (i) in the notice convening the meeting, or
 - (ii) in any instrument of proxy sent out by the Association in relation to the meeting, or
 - (iii) in any invitation contained in an electronic communication to appoint a proxy issued by the Association in relation to the meeting, be received at such address before the time for holding the meeting or adjourned meeting at which the person named in the appointment proposes to vote; or
- (c) in the case of a poll taken more than 48 hours after it is demanded, be deposited or received as aforesaid after the poll has been demanded before the time appointed for the taking of the poll; or
- (d) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the secretary or to any honorary officer;

and an appointment of proxy which is not deposited, delivered or received in a manner so permitted shall be invalid.

34.1 Subject to Article 34.2 below, a vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous ending of the authority of the person voting or demanding a poll.

34.2 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall not be valid if notice of the ending of that authority was received by the Association at the Office (or at such other address at which the appointment of proxy was duly deposited or received) before

- (a) the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or
- (b) (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

OFFICERS AND BOARD:

35.1. Unless otherwise determined by a general meeting, the number of directors

shall not be less than three and not more than ten.

- 35.2. Any casual vacancy among the directors may be filled up by the Board by appointing a person to fill the same. A director so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the directors who are to retire by rotation at the meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.
- 35.3. The directors may act notwithstanding any vacancy in their body so long as the number of members of the Board for the time being is not less than three. In case the members of the Board shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of filling up vacancies in their body or of summoning a general meeting but not for any other purpose.
- 35.4. The directors may appoint one of their number to be the Chairman of the board of directors and such person shall hold office until the next annual general meeting.
- 35.5. The directors may appoint one of their number to be the Deputy Chairman of the board of directors and such person shall hold office until the next annual general meeting.
- 35.6. In the event that the Chairman or Deputy Chairman ceases to hold office for any reason whatsoever before completion of their term, the Board shall appoint a person from the Board to hold the office of Chairman or Deputy Chairman until the next annual general meeting.
- 35.7. (a) At every annual general meeting, one third of all the members of the Board shall retire by rotation but shall be eligible for re-election to the same or any other office or, if their number is not three or a multiple of three, the number nearest to one third shall retire and, if there is only one member of the Board who is subject to retirement by rotation, he shall retire.
- (b) The members of the Board to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment; but, as between members of the Board who became or were last appointed members of the Board on the same day, those to retire by rotation shall be selected alphabetically by surname.
- (c) If at any annual general meeting no election takes place, the retiring members of the Board (if still qualified for membership) shall be

deemed to be re-elected.

- (d) The director holding the office of Executive Director shall not be taken into account in determining the directors who are to retire by rotation at the annual general meeting for so long as they hold that office.

35.8. The Board may appoint a director to hold the office of Executive Director of the Association and shall appoint a Secretary of the Association on terms to be fixed by the Board. A director may also be the Secretary.

POWERS OF THE BOARD:

36. The control and management of the Association shall be vested in the Board who shall be the governing body of the Association and may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statute or by these Articles required to be exercised or done by the Association in general meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations being not inconsistent with the aforesaid regulations or 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 such regulation had not been made.

37. The Board may elect honorary members of the Association. The persons so elected shall be such persons as the Board shall, in the interests of the Association, consider it advisable to elect. Such honorary members shall not be required to pay any subscription and shall not be members for any of the purposes of the Act and accordingly particulars in relation to them shall not be entered in the register of members kept pursuant to the Act. Honorary members shall be entitled to receive notice of and attend at general meetings of the Association but not to vote thereat.

DISQUALIFICATION OF MEMBERS OF THE BOARD:

38. The office of a director shall be vacated:-
- (a) if he becomes bankrupt or a receiving order is made against him or if he makes any arrangement or composition with his creditors;
 - (b) if he becomes of unsound mind;
 - (c) if, other than in the case of the Executive Director appointed under Article 35, he ceases to be a member or honorary member or a director or employee of a member or honorary member of the Association;
 - (d) if he resigns his office by notice in writing to the Association or, if the Board so decides, by notice contained in an electronic communication;
 - (e) if he absents himself from its meetings without the special leave of the Board

- for a continuous period of more than six months and the Board passes a resolution that he has by reason of such absence vacated office;
- (f) if by a resolution passed by a four-fifths majority of the Board present at a meeting whereat not less than two-thirds of the members thereof shall be present he is removed from office;
 - (g) if he ceases to hold office by virtue of any provision of the Act or he becomes prohibited by law from holding office;

PROCEEDINGS OF THE BOARD:

39. The Board may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit. Unless otherwise determined by the Association in general meeting, three members of the Board shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

40. A meeting of the directors may be validly held notwithstanding that all of the directors are not present at the same place and at the same time provided that:

- (a) a quorum of the directors at the time of the meeting are in direct communication with each other whether by way of telephone, audio-visual link or other form of telecommunications; and
- (b) a quorum of the directors entitled to attend a meeting of the directors agree to the holding of the meeting in this manner.

41. The Chairman or any two members of the Board may, and on the request of the Chairman or of any two members of the Board, the Secretary shall at any time summon a meeting of the Board by notice served upon the several members of the Board.

42. The Chairman, or in his absence the Deputy Chairman, shall preside at all meetings of the Board or if at any meeting neither the Chairman nor the Deputy Chairman be present within five minutes of the time appointed for holding the meeting and willing to preside, the members of the Board shall choose one of their number to be chairman of the meeting.

43. A meeting of the Board duly convened at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Board generally.

44. The Board may delegate any of its powers to committees consisting of members of the Association or directors or employees of members of the Association as it thinks fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed upon it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles for

regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulation made by the Board.

45. All acts bona fide done by any meeting of the Board or by any committee of the Board, or by any person acting as a member of the Board, shall notwithstanding 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 member of the Board.

46. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Association and of the Board and of committees of the Board and all business transacted at such meetings and any such minutes of any meetings, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

OFFICERS AND EMPLOYEES:

47. The Board may from time to time appoint such managers and other officers and employees for such temporary or permanent services as it may think proper and may determine the powers and duties and fix salaries and emoluments, if any, of the persons so appointed and may suspend or remove any such officers or employees as it may think proper.

ANNUAL REPORT:

48. The Board shall in every year cause to be prepared and either printed or posted on any website used by the Association a report of the work carried on by the Association during the preceding year.

ACCOUNTS:

49. The Board shall cause proper books of account to be kept with respect to:-

- (a) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditures take place;
- (b) all sales and purchases of goods by the Association; and
- (c) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.

50. The Association shall keep at its registered office:
(a) a register of members;

- (b) a register of directors and secretaries;
- (c) a register of charges;
- (d) copies of the Association's memorandum and articles of association; and
- (e) the minute book of general meetings

all of which shall be available for inspection by the members.

51. Members shall be permitted to inspect the accounts of the Association subject to such conditions and regulations as the Board may make.

52. At the annual general meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting together with a proper balance sheet made up to the same date. Every such balance sheet shall be accompanied by proper reports of the Board and any auditors and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than fourteen clear days before the date of the meeting, be sent to all persons entitled to receive notices of general meetings in the manner in which the notices are hereinafter directed to be served.

NOTICES:

53. A notice, information, or notification of availability of information may be served by the Association upon any member either (a) personally or (b) by sending it through the post in a prepaid letter addressed to the member at his registered address as appearing in the register of members or (c) by using electronic communication to an address for the time being notified for that purpose to the Association. Any account, balance sheet, report or other information or document may be sent using electronic communication or shall be treated as sent to any person if the item in question is published on a web site and that person is notified of (i) the publication on that web site (ii) the address of that web site and (iii) the place on that web site where the item may be accessed and how it may be accessed.

54. Any member described in the register of members by an address not within the United Kingdom who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notice served upon him at such address but save as aforesaid, only members described in the register of members as having an address within the United Kingdom shall be entitled to receive notices from the Association.

55. Any notice, information, or notification of availability of information served by post shall be deemed to have been served on the day following that on which the envelope containing the item in question was put in the post and in proving service it

shall be sufficient to prove that that envelope was properly addressed, prepaid for next day delivery, and posted. Any notice, information, or notification of availability of information contained in an electronic communication shall be deemed served at the expiration of 24 hours from the time it was sent and in proving service it shall be sufficient for the Association to produce a record showing each recipient to whom the item in question was sent certified as correct by a member of the Board.

DISSOLUTION:

56. Clause 8 of the Memorandum of Association of the Association relating to the winding-up or dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.