

Dated _____

19 November 2007



**MEMORANDUM AND ARTICLES OF
ASSOCIATION
OF THE INSTITUTE OF LICENSING**



Blake Laphorn Tarlo Lyons

Harbour Court
Compass Road, North Harbour
Portsmouth PO6 4ST
Ref – 508014/1

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COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION OF THE INSTITUTE OF LICENSING

1 NAME

1.1 The Company's name is The Institute of Licensing.

2 REGISTERED OFFICE

2.1 The Company's registered office is to be in England.

3 OBJECTS¹

The Company's objects are for the benefit of the public:

- (a) to advance the development, evaluation and recognition of professional skill, technical competency, ethical conduct and practical achievement in the field of licensing and regulatory activity; including their application in the public and private sectors and in the framing and enforcement of laws and regulations in pursuit of prevention of crime disorder and nuisance, the promotion of health and safety, the protection of children and vulnerable people, the protection of the environment and other licensing and regulatory objectives;
- (b) the fostering of mutual understanding and respect between practitioners and the communities and sectors they serve;
- (c) the development, encouragement and certification of related standards, education, training, study, scholarship, communication, consultation, knowledge creation and information dissemination; and
- (d) other activity consistent with the public good in the field.

4 POWERS

The Company may do anything to further the Objects (but not otherwise) and in particular it has powers;

Staff

4.1 subject to Clause 5 of the Memorandum to employ such staff or engage consultants and advisers on such reasonable terms and at such remuneration that is appropriate and to provide pensions to staff, their relatives and dependants;

Volunteers

4.2 to recruit or assist in recruiting and managing voluntary workers;

¹ As amended by special resolution passed at an Extraordinary General Meeting of the Company held at the Bristol Marriott City Centre Hotel on Monday 19 November 2007 at 5.00pm

Property

- 4.3 to purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests);
- 4.4 to construct, alter, improve, convert, maintain, equip, furnish and/or demolish property;
- 4.5 subject to such consents that the law requires, to sell, lease, mortgage, exchange, dispose of or otherwise deal with property;
- 4.6 to provide office and workshop accommodation on such terms that the Board decide (including rent free or at nominal or non-commercial rents);

Borrowing

- 4.7 subject to such consents that the law requires, to borrow or raise money on such terms and on such security as the Board decide (including power to mortgage the Company's property, to issue debentures, and to create floating charges and any other forms of security over the Company's property);

Lending

- 4.8 to subscribe, lend or guarantee money;

Raising Funds

- 4.9 to raise funds, to invite and receive contributions, and to make reasonable charges for services but in raising funds the Company may not undertake any substantial permanent trading activities
- 4.10 to trade in the course of carrying out the Objects;

Publicity and research

- 4.11 to promote understanding, undertake research, and make grants for research into the needs of those who may benefit under the Objects and to publish reports, pamphlets, journals, books, videos, tapes, prints, photographs, cards, web sites and other materials for this purpose;
- 4.12 to hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Company and other charities operating in similar fields;

Contracts

- 4.13 to co-operate with and enter into contracts with any person;

Bank Accounts

- 4.14 to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company;

Investments

- 4.15 to invest the money of the Company in any investments shares securities or property (real or personal) of any nature in any location that the Board decide including power to invest in shares, stock or debentures in subsidiary companies formed to further or raise funds for the Objects;
- 4.16 to engage the services of an investment adviser (“the Investment Adviser”) to advise the Board on investments made by the Company with power for the Board (without being liable for any consequent loss as long as they have exercised reasonable supervision) to delegate to the Investment Adviser discretion to manage all or any of the investments within the limits and for the period stipulated by the Board. The Board must settle the terms and conditions for the remuneration of the Investment Adviser and the reimbursement of the Investment Adviser’s expenses. The appointment of the Investment Adviser is subject to the following conditions;
- 4.16.1 every transaction carried out by the Investment Adviser under delegated powers must be reported to the Board within 14 days;
- 4.16.2 the Investment Adviser must report generally at regular intervals upon the current state past performance and future prospects of the investments of the Company;
- 4.16.3 the Board may without notice review revoke or alter the delegation or its terms; and
- 4.16.4 the Board must review the arrangements for delegation and the policy and objectives at least once every twelve months

Insurance

- 4.17 to insure the assets of the Company on such terms as the Board decide and to use any insurance money received in any manner the Board decide (without having to restore the asset);
- 4.18 to insure and to indemnify its members, employees and voluntary workers room and against risks incurred in the proper performance of their duties;
- 4.19 to pay premiums for indemnity insurance to cover the liability of the Directors for negligence, default, breach of duty or breach of trust in relation to the Company but this insurance may not extend to;
- 4.19.1 any claim arising from any act or omission which the Director knew was a breach of duty or breach of trust or which was committed by a Director in reckless disregard of whether it was a breach of duty or breach of trust or not; or
- 4.19.2 the costs of an unsuccessful defence to a criminal prosecution brought against a Director in his capacity as a Director of the Company

Charities

- 4.20 to establish, promote, assist or support (financially other otherwise) any charitable trusts, companies, associations or institutions formed for any of the Objects or to carry on any other relevant charitable purposes;
- 4.21 to co-operate or join with any charity, voluntary body or statutory authority in furthering the Objects or allied charitable purposes and to exchange information, advice and undertake joint activities with them;
- 4.22 to undertake and execute any charitable trusts and to become a trustee thereof;

Affiliation

- 4.23 to affiliate, register, subscribe to, amalgamate with or join any relevant organisation;

Formation expenses

- 4.24 to pay the costs of forming the Company, of amending the Memorandum and the Articles from time to time and complying with all relevant registration requirements;

Training of Staff etc.

- 4.25 to provide training and education for staff Directors and volunteers by whatever means to enable them to fulfil their potential in delivering the objects of the Company;

General

- 4.26 to do all such lawful things as are necessary or desirable and which helps to promote the Objects.

5 BENEFITS TO MEMBERS AND DIRECTORS²

- 5.1 The property and funds of the Company must be used only for promoting the objects and do not belong to the Company Members but:
 - 5.1.1 Company Members who are not Directors may be employed by or enter into contracts with the Company and receive reasonable payment for goods or services supplied;
 - 5.1.2 Company Members (including Directors) may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Company; and
 - 5.1.3 Company Members (including Directors) who are also beneficiaries may receive charitable benefits in that capacity.

² As amended by special resolution passed at an Extraordinary General Meeting of the Company held at the Bristol Marriott City Centre Hotel on Monday 19 November 2007 at 5.00pm

- 5.2 A Director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Company except:
- 5.2.1 as mentioned in clauses 4.19 (indemnity insurance), 5.1.2 (rent), 5.1.3 (charitable benefits) or 5.3 (contractual payments);
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Company;
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Company (including the costs of a successful defence to criminal proceedings);
 - 5.2.4 payment to any company in which a Director has no more than a 1 per cent shareholding; and
 - 5.2.5 in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).
- 5.3 A Director may not be an employee of the Company, but a Director or a connected person may enter into a contract with the Company to supply goods or services in return for a payment or other material benefit if:
- 5.3.1 the goods or services are actually required by the Company;
 - 5.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Directors in accordance with the procedure in clause 5.4; and
 - 5.3.3 no more than one half of the Directors are interested in such a contract in any financial year.
- 5.4 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee, he or she must:
- 5.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;
 - 5.4.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;
 - 5.4.3 not be counted in the quorum for that part of the meeting; and
 - 5.4.4 be absent during the vote and have no vote on the matter.
- 5.5 This clause may not be amended without the written consent of the Charity Commission in advance.

6 LIMIT OF LIABILITY

- 6.1 The liability of the members is limited.

7 GUARANTEE

7.1 Every Company Member undertakes to contribute up to £1 to the Company's assets if it is wound up while he is a Company Member or within one year after he has ceased to be a Company Member

7.2 The contribution under Clause 7.1 is towards;

7.2.1 the Company's debts and liabilities contracted before he ceases to be a Company Member;

7.2.2 the costs charges and expenses of winding up; and

7.2.3 the adjustment of the rights of the contributories among themselves

8 WINDING UP

8.1 If the Company is wound up or dissolved the members may resolve that the property remaining after all its debts and liabilities have been satisfied is to be transferred to a charity or another person with objects similar to the Objects.

8.2 If no such body in Clause 8.1 exists or no such resolution is passed the property must be transferred to a charity or another organisation with objects as similar as possible to the Objects.

9 INTERPRETATION

Article 1 of the Articles is to apply to the Memorandum in the same way that it applies to the Articles.

We, the persons whose names and addresses are written below, wish to be formed into a company under this memorandum of association.

NAMES & ADDRESSES OF SUBSCRIBERS

SUBSCRIBERS' SIGNATURES

Name Yvonne Bacon

.....

Address Gyffen

Gosmore Road

Hitchin SG4 9AN

Name Patrick Michael Crowley

.....

Address 2a Puller Road

High Barnet

Herts EN5 4HF

Name Colin David Manchester

.....

Address 75 Brook Lane

Walsall Wood

Walsall WS9 9NA

Dated this 12th day of July 2003

Witness to the above signatures

Name Peter Keown

Address 14 Haberghan Close

Worsley

Manchester M28 7XJ

Occupation: Police Officer

COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION OF THE INSTITUTE OF LICENSING³

A. INTRODUCTION

1 INTERPRETATION

1.1 In these Articles and the Memorandum:

“Act”	means the Companies Act 1985
“Articles”	means these Articles of Association of the Company
“the Board”	means the board of Directors of the Company and (where appropriate) includes a Committee of Directors
“Board Meeting”	means a meeting of the Board or (where appropriate) of a Committee of the Directors
“Chair”	means a person appointed to chair the Company under Article 24.1 except in relation to a Board Meeting or General Meeting in which case it means the person chairing the meeting at the time
“Vice Chair”	means the person or persons appointed to be a vice-chair (s) of the Company under Article 24.1
“clear days”	in relation to a period of notice means the period excluding the day when the notice is deemed to be given and the day for which it is given or on which it is to take effect
“Company”	means the company intended to be regulated by the Articles
“Company Member”	means a member for the time being of the Company in any capacity
“Director”	means a director of the Company in any capacity
“executed”	includes any mode of execution
“General Meeting”	means an annual general meeting or an extraordinary general meeting of the Company
“the Memorandum”	means the Memorandum of Association of the Company
“the Objects”	means the objects of the Company defined in Clause 3 of the Memorandum

³ As adopted by special resolution passed at an Extraordinary General Meeting of the Company held at the Bristol Marriott City Centre Hotel on Monday 19 November 2007 at 5.00pm

“Observers”	means those persons (other than Directors) present under Article 26 at a Board Meeting
“Office”	means the registered office of the Company
“Regional Areas”	means those geographic areas established from time to time by the Board
“Regional Directors”	means those Directors appointed by Regional Areas of the Company under Article 15.2
“Secretary”	means the secretary of the Company including a joint, assistant or deputy secretary
“Working Party”	means the body established by the Board to make recommendations to the Board but without decision making powers

1.2 In these Articles:

- 1.2.1 terms defined in the Act are to have the same meaning;
- 1.2.2 references to the singular include the plural and vice versa, and to the masculine include the feminine and neuter and vice versa;
- 1.2.3 references to “persons” include corporate bodies, public bodies, unincorporated associations and partnerships;
- 1.2.4 references to legislation, regulations, determinations and directions include all amendments, replacements or re-enactments. References to legislation (where appropriate) include all regulations, determinations and directions made under it;
- 1.2.5 the headings are not to affect their interpretation; and
- 1.2.6 terms defined in the Memorandum have the same meaning.

1.3 None of the Tables A to F in the Companies (Tables A to F) Regulations 1985 apply to the Company.

B. COMPANY MEMBERSHIP

2 MEMBERS

- 2.1 The Company Members are the subscribers to the Memorandum and others admitted to membership of the Company under the Articles.
- 2.2 Every person who or unincorporated association or body which wishes to become a Company Member shall apply to the Company in such form as the Directors require. The Directors shall have power to admit persons and unincorporated associations or bodies to membership and may in their absolute discretion decline to accept any person or unincorporated association or body as a Company Member and need not give reasons for so doing.

- 2.3 The Directors may from time to time prescribe criteria for membership but shall not by so doing become obliged to accept persons or unincorporated associations or bodies fulfilling those criteria as Company Members.
- 2.4 If an unincorporated association or body is admitted as a Company Member, the name of the unincorporated association or body shall be entered in the register of Company Members and the unincorporated association or body shall be entitled to appoint and replace any individual as its representative to attend and vote at General Meetings of the Company.
- 2.5 Every corporate Company Member shall be entitled to appoint and replace any individual to attend and represent it at General Meetings of the Company.
- 2.6 The Register of Company Members must state the status of each Company Member.
- 2.7 Company membership is personal and not transferable.
- 2.8 All Company Members must use their reasonable endeavours to attend all General Meetings of which they have been given proper notice.
- 2.9 A person will cease to be a Company Member;
- 2.9.1 on his death;
- 2.9.2 on giving the Secretary written notice of his resignation ;
- 2.9.3 if, at a meeting of the Board at which at least half of the Directors are present, a resolution is passed resolving that the Company Member be expelled on the ground that his continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution shall not be passed unless the Company Member has been given at least 14 clear days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A Company Member expelled by such a resolution shall nevertheless remain liable to pay to the Company any subscription or other sum owed by him;
- 2.9.4 in the event that the Company Member fails to pay his annual subscription by 30th September of the relevant year;

3 ASSOCIATE MEMBERS

- 3.1 The Directors may establish such classes of associate 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 associate members in accordance with such regulations as the Directors shall make provided that no such associate members shall be Company Members for the purposes of the Articles or the Act.

4 SUBSCRIPTIONS

- 4.1 Subject to the Act, the Directors may establish such categories of membership as they think fit. The Directors may at their discretion levy subscriptions and fees on Company Members and Associate Members at such rate(s) as they shall decide and may levy subscriptions and fees at different rates on different categories of Company Members.

C. GENERAL MEETINGS

5 ANNUAL GENERAL MEETINGS

- 5.1 The Company must hold an annual General Meeting each year.
- 5.2 There must be no more than fifteen months between one annual General Meeting and the next but as long as the Company holds its first annual General Meeting within eighteen months of its incorporation it need not hold it in the year of incorporation or the following year.
- 5.3 The annual General Meeting is to be held at such time and place as the Directors appoint.
- 5.4 The functions of the annual General Meeting are:
- 5.4.1 to receive the annual Directors' report complying with Article 34.1.1;
 - 5.4.2 to consider the accounts;
 - 5.4.3 to appoint the auditor; and
 - 5.4.4 to transact any other business specified in the notice convening the meeting

6 EXTRAORDINARY GENERAL MEETINGS

- 6.1 All General Meetings other than annual General Meetings are called extraordinary General Meetings.
- 6.2 Extraordinary General Meetings are to be called by the Board. If there are insufficient Directors in England & Wales to form a quorum to call an extraordinary General Meeting it may be called in the same way as a Board Meeting.
- 6.3 The Directors shall call an Extraordinary General Meeting on receiving a requisition to that effect, signed by at least 10% of the Company Members having the right to attend and vote at General Meetings. In default, the requisitionists may call a General Meeting in accordance with the Act.

7 NOTICE OF GENERAL MEETINGS

- 7.1 An annual General Meeting and an extraordinary General Meeting called to pass a special resolution must be called by at least 21 clear days notice.

- 7.2 All other extraordinary General Meetings must be called by at least 14 clear days notice
- 7.3 A General Meeting may be called by shorter notice if this is agreed;
- 7.3.1 for an annual General Meeting by all the Company Members entitled to attend and vote; and
- 7.3.2 for any other General Meeting by a majority in number of the Company Members who may attend and vote and who together hold 95% or more of the total voting rights of all the Company Members at the General Meeting
- 7.4 The notice must specify:-
- 7.4.1 the time and place of the General Meeting;
- 7.4.2 the general nature of the business to be transacted; and
- 7.4.3 in the case of an annual General Meeting the business referred to in Article 5.4
- 7.5 The notice must be given to all the Company Members (except those living outside the United Kingdom who have not given an address for service in the United Kingdom), the Directors and the Company auditors.
- 7.6 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 will not invalidate the proceedings at the General Meeting.

8 QUORUM FOR GENERAL MEETINGS

- 8.1 No business may be transacted at a General Meeting unless a quorum is present.
- 8.2 Ten Company Members who are entitled to vote upon the business to be transacted are to be a quorum.
- 8.3 If a quorum is not present within 20 minutes from the time of the General Meeting or a quorum ceases to be present during a General Meeting it must be adjourned to such time and place as the Company Members present decide.
- 8.4 Notice of an adjournment of a General Meeting because of a lack of quorum and the time and place of the adjourned General Meeting must be given to all Company Members under Article 7.

9 CHAIR AND GENERAL MEETINGS

- 9.1 The Chair or in his absence the Vice Chair or in his absence some other Director nominated by the Directors is to chair the General Meeting.
- 9.2 If neither the Chair nor another Director (nominated under Article 9.1) is present and willing to act within 20 minutes after the time of the General Meeting the Directors present must elect one of their number to be Chair.

- 9.3 If there is only one Director present and willing to act he is to chair the General Meeting.
- 9.4 If no Director is willing to chair the General Meeting or if no Director is present within 20 minutes after the time of the General Meeting the Company Members present and entitled to vote must choose one of their number to chair the General Meeting.

10 ADJOURNMENT OF GENERAL MEETINGS

- 10.1 The Chair may with the consent of a General Meeting at which a quorum is present (and must if so directed by the General Meeting) adjourn it for an agreed time and to an agreed place.
- 10.2 The only business which may be transacted at an adjourned General Meeting is that left unfinished from the General Meeting which was adjourned.
- 10.3 If a General Meeting is adjourned for less than 14 days it is not necessary to give notice of the adjourned General Meeting. If it is adjourned for 14 or more days at least 7 clear days notice must be given specifying the time and place of the adjourned General Meeting and the general nature of the business to be transacted.

11 VOTING AT GENERAL MEETINGS

- 11.1 Resolutions are to be decided on a show of hands unless a ballot is duly demanded.
- 11.2 On a show of hands or a ballot every Company Member present in person has one vote. A Company Member represented by a proxy may not vote on a show of hands.
- 11.3 Subject to the Act a ballot may be demanded:
- 11.3.1 by the Chair;
 - 11.3.2 by at least two Company Members; or
 - 11.3.3 by a Company Member representing at least one tenth of the total voting rights of all the Company Members able to vote on a ballot
- 11.4 A declaration by the Chair that a resolution has been carried (or not carried) unanimously or by a particular majority which is entered into the minutes of the meeting is conclusive evidence of the fact unless a ballot is demanded.
- 11.5 The demand for a ballot may be withdrawn before the ballot is taken. If the demand for a ballot is withdrawn the General Meeting is to continue as if it had not been made and the result of the show of hands will stand.
- 11.6 The demand for a ballot will not prevent the General Meeting continuing to transact business other than the question on which the ballot is demanded.
- 11.7 An objection to the qualification of any voter may only be raised at the General Meeting at which the vote objected to is tendered. Every vote not disallowed at the General Meeting is valid. An objection made in time must be referred to the Chair whose decision is final.

12 BALLOTS AND PROXY VOTING

- 12.1 A ballot is to be taken as the Chair directs. The Chair may appoint scrutineers (who need not be Company Members) and set a time and place to declare the result. The result will be the resolution of the General Meeting at which the ballot was demanded.
- 12.2 A ballot on the election of a Chair or an adjournment must be taken immediately. A ballot on any other question may be taken either immediately or at such time and place as the Chair directs being no more than 30 days after the ballot is demanded.
- 12.3 At least 7 clear days notice must be given of the time and place at which the ballot is to be taken unless the time and place are announced at the General meeting at which it is demanded.
- 12.4 A Company Member may appoint a proxy in writing. A proxy need not be a Company Member. The Directors may prescribe a form to appoint a proxy in rules made under Article 37. A proxy may not appoint another proxy.
- 12.5 Votes may be cast in a ballot either personally or by proxy. The document appointing a proxy may instruct the proxy which way to vote on particular resolutions.
- 12.6 A proxy will only be valid if the document appointing a proxy (and any power of attorney or other authority (if any) under which it is signed) or a properly certified copy is deposited at the Office at least 48 hours before the starting time for the General Meeting or adjourned General Meeting at which the proxy proposes to vote, or in the case of a ballot at least 24 hours before the ballot.
- 12.7 No document appointing a proxy will be valid for more than 12 months.

13 CHAIR'S CASTING VOTE

- 13.1 If there is an equality of votes on a show of hands or on a ballot the Chair is entitled to a second or casting vote in addition to any other vote he may have.

14 COMPANY MEMBERS WRITTEN RESOLUTIONS

- 14.1 Subject to the Act, a written resolution signed by all the Company Members entitled to attend and vote at a General Meeting is as valid as if it had been passed at a General Meeting.
- 14.2 A resolution under Article 14.1 may consist of several documents in similar form each signed by one or more Company Members.

D. DIRECTORS

15 APPOINTMENT OF DIRECTORS

- 15.1 Unless the Company Members decide otherwise by ordinary resolution the minimum number of Directors is 2 and the maximum is 25⁴.
- 15.2 Subject to Article 16.3 the chair of each Regional Area (or such other person appointed by the Regional Area) is to be a Director. If such a Regional Director is unable to attend a Board meeting he may be represented by another officer of the Region concerned.
- 15.3 Subject to Article 15.1 the Board shall be entitled to appoint by a majority of not less than three fourths up to 9 additional Directors who may be removed by the Board at any time.
- 15.4 Notwithstanding Article 15.1 for a period of 5 years commencing on 20 November 2006 there shall be three additional Directors of the Company nominated by the Society of Licensing Practitioners prior to its merger with the Institute of Licensing. These Directors will hold their positions on a personal basis and subject to 15.5 below if such a Director resigns shall not be replaced. Such a Director can only be removed by an ordinary resolution at a General Meeting of the Company.
- 15.5 Prior to the merger referred to in Article 15.4 the Society of Licensing Practitioners shall have nominated a reserve director ("the Reserve Director"). For a period of two years commencing on 20 November 2006 if one of the Directors referred to in Article 15.4 resigns such a Director shall be replaced by the Reserve Director.
- 15.6 No Director may be appointed except as set out in the Articles.
- 15.7 The Directors are not subject to retirement by rotation.

16 OBLIGATIONS OF DIRECTORS

- 16.1 The Board must set out the obligations of every Director to the Board and to the Company in writing. The Board must review and may amend the statement of Director's obligations from time to time.
- 16.2 The statement of the obligations of the Directors to the Company must include:-
- 16.2.1 a commitment to its values and objectives (including equal opportunities);
 - 16.2.2 an obligation to contribute to and share responsibility for the Board's decisions;
 - 16.2.3 an obligation to read Board papers and to attend meetings, training sessions and other relevant events;
 - 16.2.4 an obligation to declare relevant interests; and

⁴ as amended by vote at an Extraordinary General Meeting of the **Institute of Licensing** held at Westminster City Hall, Victoria Street, London SW1E 6QP at 2pm on Wednesday 10 January 2007

16.2.5 reference to their obligations under the general law.

16.3 The appointment of a Director is not to take effect until he has signed and delivered to the Board a statement confirming he will meet his obligations to the Board and to the Company. The Board may change the statement from time to time.

16.4 The nomination of any person as a Director who has not signed the statement required under Article 16.3 within one month of nomination or invitation to become a Director is to lapse unless the Board resolves that there is good cause for the delay.

17 RETIREMENT AND REMOVAL OF DIRECTORS

17.1 A Director will cease to hold office if he:-

17.1.1 ceases to be a Director under the Act or is prohibited by law from being a Director;

17.1.2 is disqualified from acting as a charity trustee under the Charities Act 1993;

17.1.3 becomes incapable of managing and administering his own affairs because of mental disorder illness or injury;

17.1.4 is declared bankrupt or makes any arrangement or composition with his creditors;

17.1.5 is detained in prison;

17.1.6 is convicted of any offence and the Directors resolve that he be removed;

17.1.7 ceases to be a Company Member under these Articles.

17.1.8 fails to attend any Board Meeting for any period of twelve months without providing a good reason which is accepted by the Board and the Board resolves that he be removed; or

17.1.9 resigns his office by written notice to the Secretary.

17.2 A Director who vacates his office under Article 17.1.1 to 17.1.9 inclusive will automatically cease to be a Company Member.

18 DIRECTOR'S EXPENSES AND BENEFITS TO DIRECTORS

18.1 As set out in the Memorandum, the Company may pay all reasonable expenses properly incurred by Directors in:-

18.1.1 forming the Company

18.1.2 attending Board Meetings and General Meetings; and

18.1.3 carrying out business of the Company authorised by the Board.

18.2 The payment of expenses in connection with the discharge of Directors duties is subject to the production of satisfactory receipts.

18.3 Except to the extent allowed under Clause 5 of the Memorandum, Directors are not entitled to be paid for carrying out their duties

19 DIRECTORS' INTERESTS

19.1 A Director who has a direct or indirect interest in any contract, proposed contract, arrangement or dealing with the Company must declare his interest under section 317 of the Act before the matter is discussed by the Board.

19.2 Every Director must ensure that at all times the Secretary has a list of:-

19.2.1 any other body of which he is a director or officer;

19.2.2 any firm in which he is a partner;

19.2.3 any public body of which he is an official or elected member;

19.2.4 any company whose shares are publicly quoted in which he owns or controls more than 2% of the shares;

19.2.5 any company whose shares are not publicly quoted in which he owns or controls more than 10% of the shares; or

19.2.6 any other interest which is significant or material.

19.3 A decision of the Board will not be invalid because of the subsequent discovery of an interest which should have been declared.

19.4 A Director has a personal interest in a matter which is to be discussed or determined by the Board if he will be directly affected by the decision of the Board in relation to that matter.

19.5 A Director who has a personal interest in a matter which is to be discussed or determined by the Board:-

19.5.1 may not count towards the quorum in relation to that matter;

19.5.2 may not take part in the discussion in relation to that matter;

19.5.3 may not vote in relation to that matter; and

19.5.4 must leave the Board Meeting at which the matter is discussed and determined.

19.6 A Director who has an interest in a matter which is to be discussed or determined by the Board but which is not a personal interest may, subject to his fulfilling his duty to act in the best interests of the Company and to the right of the remaining Directors to require that he should withdraw from the Board Meeting at which the matter is to be discussed or determined:-

19.6.1 count towards the quorum in relation to that matter;

19.6.2 take part in the discussion in relation to that matter;

- 19.6.3 remain in the Board Meeting at which the matter is to be discussed or determined;
and
- 19.6.4 vote in relation to that matter.

E. BOARD MEETINGS

20 FUNCTIONS OF THE BOARD

- 20.1 The Board must direct the Company's affairs to promote the Objects. Its functions include:
 - 20.1.1 defining and ensuring compliance with the values and objectives of the Company;
 - 20.1.2 establishing policies and plans to achieve those objectives;
 - 20.1.3 approving each year's budget and accounts before publication;
 - 20.1.4 establishing and overseeing a framework of delegation of its powers to committees and working parties under Article 25 with proper systems of control;
 - 20.1.5 taking decisions on all matters that will or might create significant financial risk to the Company or which affect material issues of principle;
 - 20.1.6 monitoring the Company's performance in relation to its plans budget controls and decisions;
 - 20.1.7 appointing (and if necessary removing) a chief executive;
 - 20.1.8 being adequately represented in the appointment of other senior staff;
 - 20.1.9 satisfying itself that the Company's affairs are conducted in accordance with generally accepted standards of performance and propriety;
 - 20.1.10 recommending and where appropriate approving the award of grants to individuals and organisations in accordance with the objects of the Company; and
 - 20.1.11 taking appropriate advice on the items listed in Article 20.1.1 to 20.1.10 and in particular on matters of legal compliance and financial viability
- 20.2 At all times the Board must maintain a clear written statement of its role. The role defined in the statement must be relevant to the size of the Company and the complexity of its business.

21 POWERS OF THE BOARD

- 21.1 Subject to the Act and the Memorandum and Articles, the business of the Company is to be managed by the Board who may exercise all the powers of the Company.
- 21.2 The Board may exercise all the Company's powers to borrow money and to give security over its property and undertaking.

21.3 Alterations of the Memorandum or the Articles do not invalidate earlier acts of the Board which would have been valid without the alterations.

21.4 In performing their functions the Board must consider the interests of the Company's employees.

22 BOARD MEETINGS

22.1 Subject to the Articles, the Board may regulate Board Meetings as it sees fit.

22.2 Board Meetings may be called by any Director or the Secretary.

22.3 The Secretary must give 7 days notice of Board Meetings to each of the Directors but it is not necessary to give notice of a Board Meeting to a Director who is out of the United Kingdom.

22.4 All acts done in good faith by a Board Meeting are to be as valid as if every Director present had been duly appointed and was qualified to serve even though it is discovered afterwards that there was a defect in the appointment of a Director or in a delegation of powers to a committee of the Board or that any of the Directors were not duly qualified or were not entitled to vote.

23 QUORUM FOR BOARD MEETINGS

23.1 The quorum for Board Meetings may be changed by the Directors but may not be less than a third of the Directors.

23.2 A Director may be part of the quorum of a Board Meeting if he can hear comment and vote on the proceedings through telephone, video conferencing or other communications equipment.

23.3 The Board may act despite vacancies in its number but if the number of Directors is less than the minimum the Board may act only to fill vacancies (to the extent they are able) or to call a General Meeting.

23.4 At an inquorate Board Meeting or one which becomes inquorate for more than 20 minutes the Directors present may act only to:-

23.4.1 adjourn it to such other time and place they decide; or

23.4.2 call a General Meeting.

24 CHAIR

24.1 The Directors must appoint one of their number as Chair and another of that number as Vice-Chair(s).

24.2 The person appointed as Chair will hold office until the start of the first meeting after the next annual General Meeting of the Company (or until he resigns or is removed).

- 24.3 A person may be removed as Chair at a Board Meeting called for the purpose provided the resolution is passed by at least two thirds of the Directors present.
- 24.4 If there is no Chair, the first item of business at a Board Meeting will be to elect one.
- 24.5 If the Chair is not present within five minutes after the starting time of a Board Meeting, the Vice-Chair will be the Chair for the Board meeting but if the Vice-Chair is not present the first item of business will be to elect a Chair for that Board Meeting.
- 24.6 The functions of the Chair are:-
- 24.6.1 to ensure that Board Meetings and General Meetings are conducted efficiently;
 - 24.6.2 to give all Directors the opportunity to express their views;
 - 24.6.3 to encourage the Board to delegate sufficient authority to its committees to enable the business of the Company to be carried on effectively between Board Meetings.
 - 24.6.4 to ensure that the Board monitors the use of delegated powers;
 - 24.6.5 to encourage the Board to take professional advice when it is needed;
 - 24.6.6 to participate in determining the remuneration of senior staff;
 - 24.6.7 to represent the Company; and
 - 24.6.8 to ensure the Company's affairs are conducted in accordance with generally accepted codes of performance and propriety.

25 COMMITTEES AND WORKING PARTIES

- 25.1 The Board may:
- 25.1.1 establish committees consisting of those persons whom the Board decide;
 - 25.1.2 subject to Article 20.1 delegate to a committee any of its powers; and
 - 25.1.3 revoke a delegation at any time.
- 25.2 The Board may establish Working Parties consisting of those persons whom the Board decide. A Working Party may not take decisions on behalf of the Board but may consider issues in depth with a view to making recommendations to the Board.
- 25.3 The members of a committee or a Working Party are to be appointed by the Board but the Board may give a committee or a Working Party the right to co-opt individuals to its membership. The Board is to determine the chair of each committee or Working Party.
- 25.4 Each member of a committee or Working Party (including the chair) is to hold office from the date of his appointment until the term of office for which he has been appointed expires or until he resigns or is removed by the Board from the committee or Working Party.

25.5 The Board must specify the financial limits within which any committee may function. A Working Party can have no authority to incur expenditure.

25.6 Every committee or Working Party must report its proceedings and decisions to the Board as the Board determines.

26 OBSERVERS

26.1 The Directors may allow individuals to attend Board Meetings as Observers on whatever terms they decide.

26.2 Observers may not vote, but they may take part in discussions with the prior consent of the Chair.

26.3 The Board may exclude Observers from any part of a Board Meeting where the Directors consider the business is private.

26.4 The Board must exclude an Observer from any Board Meeting at which a possible benefit to him is being discussed.

27 DIRECTORS WRITTEN RESOLUTIONS

27.1 A written resolution signed by all Directors entitled to receive notice of a Board Meeting is as valid as if it had been passed at a Board Meeting.

27.2 A resolution under Article 27.1 may consist of several documents in similar form each signed by one or more of the Directors.

F. OFFICERS

28 CHIEF EXECUTIVE

28.1 The Company may from time to time have a chief executive appointed by the Board but the chief executive need not be called that by title.

28.2 A chief executive must be given a written contract of employment which includes a clear statement of the duties of the post. These duties must include advising the Board on legal compliance and financial liability.

29 THE SECRETARY

29.1 A Secretary must be appointed by the Board for such a term and at such salary as the Board decides.

29.2 A Secretary may be removed by the Board at any time.

29.3 No Director may occupy the salaried position of a Secretary.

29.4 The duties of the Secretary must include advising the Board on legal compliance.

30 THE TREASURER

- 30.1 A Treasurer must be appointed by the Board for such a term and at such salary as the Board decides.
- 30.2 A Treasurer may be removed by the Board at any time.
- 30.3 No Director may occupy the salaried position of a Treasurer.
- 30.4 The duties of the Treasurer must include advising the Board on matters of finance

31 THE PRESIDENT

- 31.1 The Board may from time to time appoint any person who, in its opinion, has rendered outstanding services to the Objects to be President of the Company. The President shall not by virtue of his office be deemed a director or be entitled of any remuneration. By invitation of the Board he may attend meetings of the Company and/or of the Board for the purpose of giving advice but he shall not be entitled to vote at the meetings of the Company unless he shall also be a Company Member nor at Board Meetings unless he shall also be a Director.

32 INDEMNITIES FOR OFFICERS AND EMPLOYEES

- 32.1 No officer or employee is to be liable for losses suffered by the Company except those due to their own dishonesty or gross negligence.
- 32.2 Subject to the Act every Director, officer, auditor or employee is to be indemnified by the Company against any liability incurred in the discharge of his duties or in that capacity in defending any civil or criminal proceedings as long as;
 - 32.2.1 judgment is given in his favour (or the proceedings are dealt with without a finding or admission of a material breach of duty by him)
 - 32.2.2 he is acquitted; or
 - 32.2.3 relief is granted to him by the court.

G. STATUTORY AND MISCELLANEOUS

33 MINUTES

- 33.1 The Secretary must keep minutes of all General Meetings.
- 33.2 The Directors must ensure that full minutes are kept of all Board Meetings. The names of the Directors present must be included in the minutes.
- 33.3 Copies of the minutes of Board Meetings must be distributed to the Directors as soon as possible after the meeting.
- 33.4 The Directors must keep minutes of all the appointments made by the Board.

34 ACCOUNTS ANNUAL REPORT AND ANNUAL RETURN

- 34.1 The Company must comply with Part VII of the Act in:-
- 34.1.1 preparing and filing an annual Directors report and annual accounts; and
 - 34.1.2 making an annual return to the Registrar of Companies.
- 34.2 The annual Directors report and accounts must contain:-
- 34.2.1 a revenue account and balance sheet for the last accounting period;
 - 34.2.2 the auditor's report on those accounts;
 - 34.2.3 the Directors' report on the affairs of the Company.
- 34.3 If the Company is registered as a charity the Directors must comply with their obligations as charity trustees under the Charities Act 1993 to prepare annual reports and annual returns and send them to the Charity Commissioners.
- 34.4 The accounting records of the Company must always be open to inspection by a Director.
- 34.5 A Company Member may inspect and take copies of the Company's and its subsidiaries' accounting records during normal business hours by giving 48 hours notice to the Secretary. The Company may make a reasonable charge for photocopying. The inspection may be carried out by an agent authorised in writing by the Company Member.

35 BANK ACCOUNTS

- 35.1 All bank accounts must be operated by the Directors and must indicate the name of the Company.
- 35.2 Cheques and orders for the payment of money must be signed in accordance with the Board's instructions.

36 NOTICES

- 36.1 Notices under the Articles must be in writing except notices calling Board Meetings.
- 36.2 A Company Member whose registered address is not in the United Kingdom is not entitled to notices from the Company unless he gives the Company an address in the United Kingdom.
- 36.3 A Company Member present in person at a General Meeting is deemed to have received notice of the General Meeting and (where necessary) of the purposes for which it is called.
- 36.4 The Company may give a notice to a Company Member, Director or auditor either;
- 36.4.1 personally;
 - 36.4.2 by sending it by post in a prepaid envelope

- 36.4.3 by facsimile transmission; or
- 36.4.4 by leaving it at that person's address.
- 36.5 Notice under 36.4.2 and 36.4.4 must be sent:
 - 36.5.1 to an address in the United Kingdom which that person has given the Company; or
 - 36.5.2 to the last known home or business address of the person to be served.
- 36.6 Proof that an envelope containing a notice was properly addressed prepaid and posted is conclusive evidence that the notice was given 48 hours after it was posted.
- 36.7 Proof that a facsimile transmission was made is conclusive evidence that the notice was given at the time stated on the transmission report.
- 36.8 A notice may be served on the Company by delivering it or sending it to the Office or by handing it to the Secretary.
- 36.9 The Directors may make rules to define other acceptable methods of delivering notices by electronic mail or other means.

37 STANDING ORDERS

- 37.1 Subject to Article 37.5, the Directors may from time to time make rules for the proper conduct and management of the Company and in particular regulate:
 - 37.1.1 the conduct of Company Members in relation to one another and to the Company's employees;
 - 37.1.2 setting aside all or part of the Company's premises at a particular time or for a particular purpose;
 - 37.1.3 the procedure at General Meetings and Board Meetings to the extent that it is not regulated by the Articles; and/or
 - 37.1.4 other matters which may be governed by Company rules.
- 37.2 Subject to Article 37.5 the Directors may also make rules relating to the professional conduct of Company Members and Associate Members including (without limitation) codes of ethics and discipline.
- 37.3 Subject to Article 37.5, the Company in General Meeting may alter add to or repeal the rules. The Directors must adopt such means as they think sufficient to bring the rules to the notice of Company Members.
- 37.4 The rules are binding on all Company Members.
- 37.5 No rule may be inconsistent with or may affect or repeal anything in the Memorandum and Articles.

37.6 The Company must allow rules made under the Articles to be inspected by anyone without charge and must provide copies free or at a reasonable charge.

NAMES & ADDRESSES OF SUBSCRIBERS

SUBSCRIBERS' SIGNATURES

Name Yvonne Bacon

.....

Address Gyffen

Gosmore Road

Hitchin SG4 9AN

Name Patrick Michael Crowley

.....

Address 2a Puller Road

High Barnet

Herts EN5 4HF

Name Colin David Manchester

.....

Address 75 Brook Lane

Walsall Wood

Walsall WS9 9NA

Dated this 12th day of July 2003

Witness to the above signatures

Name Peter Keown

Address 14 Haberghan Close

Worsley

Manchester M28 7XJ

Occupation: Police Officer