

MEMORANDUM AND ARTICLES OF ASSOCIATION

1. Memorandum of Association

MEMORANDUM OF ASSOCIATION
of the
TOWN AND COUNTRY PLANNING ASSOCIATION

(As amended at the Annual General Meetings on 18 April 1989 and 25th April 1995 and 14th May 2008)

Company number 146309

1. The name of the Association is "TOWN AND COUNTRY PLANNING ASSOCIATION". Terms defined in the Association's Articles of Association shall have the same meaning when used in this Memorandum as long as this meaning is consistent with the subject or context.
2. The registered office of the Association will be situated in England.
3. The objects for which the Association is established are:
To promote and improve the art and science of town and country planning and to promote, encourage and assist the education of persons of any description in the said art and science and in all other arts and sciences connected therewith;
4. In furtherance of the above objects but not further or otherwise the Association shall have the following powers:
 - (a) to promote, support and manage (alone or in conjunction with others) community and other planning projects with a view to advancing by implementation in practice the art and science of town and country planning.
 - (b) to buy, take on lease, sell, lease, share or otherwise dispose of, hire, charge or mortgage or acquire property of any sort;
 - (c) to construct, alter, provide, manage, maintain, furnish and fit with all the necessary furniture and other equipment any buildings and any other premises or structures or land;
 - (d) to employ and pay any employees, officers, servants and professional or other advisers;
 - (e) subject to any restrictions in the Charities Act, to borrow money, invite and receive contributions or grants, enter into contracts, seek subscriptions or raise money in any way including carrying on trade but not by means of Taxable Trading;
 - (f) to give or receive guarantees or indemnities;
 - (g) to promote or undertake study or research and disseminate the results of such research;
 - (h) to produce, print and publish anything in any media;
 - (i) to provide or procure the provision of services, education, training, consultancy, advice, support, counselling, guidance, grants, scholarships, awards or materials in kind;
 - (j) to promote and advertise the Association's activities;
 - (k) to invest any money in any investments, securities or properties; and to accumulate and set aside

funds for special purposes or as reserves;

(l) to undertake any charitable trust;

(m) to make provision for the payment of pensions and other benefits to or on behalf of employees and their dependants;

(n) to establish, promote and otherwise assist any limited company or companies or other bodies for the purpose of acquiring any property or of furthering in any way the Objects or to undertake trading and to establish the same either as wholly owned subsidiaries of the Association or jointly with other persons, companies, government departments or local authorities and to finance such limited company or companies or other body by way of loan or share subscription or other means;

(o) to transfer or dispose of, with or without valuable consideration, any part of the property or funds of the Association not required for the purpose of the Association in furtherance of the Association's Objects;

(p) to establish, support, federate with or join or amalgamate with any companies, institutions, trusts, societies or associations;

(q) to transfer to or to purchase or otherwise acquire from any charities, institutions, societies or associations any property, assets or liabilities, and to perform any of their engagements;

(r) to open and operate bank accounts and other banking facilities;

(s) to accept any property upon or on any special trusts, or for any institutions or purposes either specified or to be specified by some person other than the Trustees, and to accept any trust, gift, endowment or bequest made to or for the Association, and to carry out any charitable trusts attached to any such gift, endowment or bequest;

(t) to co-operate and enter into any arrangements with any governments, authorities or any person, company or association;

(u) to insure any risks arising from the Association 's activities;

(v) to the extent permitted by law, to purchase indemnity insurance out of the funds of the Association to indemnify any of the Trustees against any personal liability in respect of:

any breach of trust or breach of duty committed by them in their capacity as charity trustees or trustees for the Association;

any negligence, default, breach of duty or breach of trust committed by them in their capacity as directors or officers of the Association or of any body corporate carrying on any activities on behalf of the Association;

any liability to make contributions to the assets of the Association in accordance with the provisions of section 214 of the Insolvency Act 1986.

Any such insurance in the case of (v) (i) or (v) (ii) must be so framed as to exclude the provision of an indemnity for a person in respect of:

any liability incurred by a Trustee to pay a fine imposed in criminal proceedings or a sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature (however arising);

any liability incurred by a Trustee in defending any criminal proceedings in which he is convicted of an offence arising out of any fraud or dishonesty, or wilful or reckless misconduct, by him; or any liability incurred by a Trustee to the Association that arises out of any conduct which he knew (or must reasonably be assumed to have known) was not in the interests of the Association or in the case of which he did not care whether it was in the best interests of the Association or not.

Any insurance in the case of (v) (iii) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of the Association (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Association would avoid going into insolvent liquidation;

And to purchase out of the funds of the Association any additional indemnity insurance cover for the benefit of the Trustees that is permitted by law from time to time.

(w) to make such ex gratia payments as are considered reasonable and fair, obtaining the consent of the Charity Commission where necessary;

(x) to pay all the expenses and costs of establishing and running the Association;

(y) to delegate upon such terms and at such reasonable remuneration as the Association may think fit to professional investment managers ("the Managers") the exercise of all or any of its powers of investment (an "investment" is an asset which is capable of producing income and may also increase in capital value);

Provided always that:-

- (i) the Managers are properly authorised to carry on investment business;
- (ii) the delegated powers shall be exercisable only within clear policy guidelines drawn up by the Association;
- (iii) the Managers are under a duty to report promptly to the Association any exercise of the delegated powers and in particular to report every transaction carried out by the Managers and report regularly on the performance of investments managed by them;
- (iv) the Association is entitled at any time to review, alter or terminate the delegation or the terms thereof;
- (v) the Association reviews the arrangements for delegation at intervals but so that any failure by the Association to undertake such reviews shall not invalidate the delegation;

(z) to permit any investments belonging to the Association to be held in the name of any clearing bank, trust corporation or stockbroking company which is a member of the Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Association and to pay any such nominee reasonable and proper remuneration for acting as such;

AND to do anything else within the law which helps promote the Objects.

Provided that:

- (i) In the case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.
- (ii) The Association shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Association would make it a Trade Union.
- (iii) In case the Association shall take or hold any property subject to the jurisdiction of the Charity Commission or Secretary of State responsible for education the Association shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of the Association shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board have been if no incorporation had been effected, and the incorporation of the Association shall

not diminish or impair any control or authority exercisable by the Chancery Division, the Charity Commission or the Secretary of State over such Board but they shall as regards any such property be subject jointly and separately to such control or authority as if the Association were not incorporated.

5. The income and property of the Association, whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this memorandum of association; and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever, by way of profit to members of the Association. Provided that nothing herein shall prevent the payment in good faith of reasonable and proper remuneration to any officers or servants of the Association, or to any member of the Association in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 5 per cent per annum on money borrowed from any member of the Association, or reasonable and proper rent for premises demised or let by any member to the Association; nor prevent any member (not being a member of the Board) who may be a candidate or exhibitioner at any examination, congress or exhibition competition whereat is not confined to members of the Association held or promoted by the Association, or to the cost of holding or promoting which the Association may have subscribed, from receiving as such exhibitor any prize, medal or other recognition which may under the regulations affecting such examination, congress or exhibition be awarded to him, but, as that, notwithstanding anything herein before contained no member for the time being of the Board of the Association shall be appointed to any salaried office of the Association or to any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any such Trustee save as permitted by law and save for the repayment of out-of-pocket expenses and save for any payment to a Trustee under the indemnity provisions in the Articles of Association and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the restriction last aforesaid shall not apply to any payment to any company of which a member of the Board may be a member and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment.
6. The liability of the members is limited.
7. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he is a member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding one pound.
8. If upon 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 if and so far as effect can be given to the next provision, shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of clause 5 hereof, such institution or institutions 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 foregoing provision, then to some charitable object.

9. Alterations to this Memorandum

- 9(a) No alteration to this Memorandum may be made which would cause the Association to cease to be a charity in law. Other alterations to this Memorandum may only be made by special resolution or written resolution. For a special resolution to be valid, 14 clear days' notice of it must be given specifying it as a special resolution and it will be passed as a special resolution if at least 75% of those voting vote in favour of it. Such a special resolution may be passed on shorter notice if 90% of the total number of members having the right to vote agree to such short notice.
- 9(b) Alterations may only be made to:
 - (i) the Objects; orto any clause of this Memorandum or Articles which directs or restricts the way money or the

- property of the Association may be used; or
- (ii) to any clause in this Memorandum or Articles which directs the application of property on dissolution; or
- (iii) to any clause in this Memorandum or Articles which gives Trustees or members any benefit

with the Charity Commission's prior written consent where this is required by law.

The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of the Memorandum issued must contain the alterations.

2. Articles of Association

ARTICLES OF ASSOCIATION of the TOWN AND COUNTRY PLANNING ASSOCIATION

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL (Adopted by special resolution passed 24th April 1997, amended by special resolutions passed on 10th June 1999, on 16th July 2003, on 14th July 2004, on 13th July 2005, on 14th May 2008, on 9th June 2009 and, 8th June 2011, and on 30th June 2016)

Company number 146309

GENERAL

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

"The Act"	The Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time
"These presents"	These Articles of Association, and the regulations of the Association from time to time in force
"The Association"	The above named Company
"The Board"	The Board of Trustees for the time being of the Association (or where the context permits a duly authorised Committee thereof);
"Ex-officio member"	The person who shall be a Trustee by virtue of his or her appointment to the office of Honorary Treasurer
"Trustee"	A person duly elected or appointed to the Board in accordance with these Articles or an ex-officio member
"The Office"	The registered office of the Association
"The Seal"	The Common Seal of the Association
"Unincorporated organisation"	any unincorporated society association, association firm group trust or body including a statutory body or any government department local or public authority or department thereof which is not a body corporate
"Local Authority"	all authorities now or hereafter established carrying out local or regional government functions; any community or neighbourhood council; any New Town Development Corporation or Commission
"Educational establishment"	any institution providing primary or primary or secondary or both primary and secondary education whether maintained or not; any public school; any college of education; any university or college or school or department of a university and any other type of institution providing further or adult education
"Policy Council"	a standing committee whose function is to advise the Trustees regarding the policy stance and initiatives to be undertaken by the Association
"The United Kingdom"	Great Britain and Northern Ireland

"Month"	Calendar month
"In writing"	Written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form including by e-mail or fax (to the extent legally permissible).
"Taxable Trading"	Carrying on a trade or business for the principal purpose of raising funds and not for the purpose of actually carrying out the Objects, the profits of which are subject to corporation tax

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

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meaning in these presents.

MEMBERS

2. The members at the date of adoption of these Articles and such other persons as shall be admitted to membership in accordance with the provisions hereinafter contained shall be members of the Association.
3. Persons may apply for membership as individuals, bodies corporate or representatives of and nominated by unincorporated organisations. From time to time the Board shall determine the category or categories of membership and rules of eligibility for each.
4. Every person, for whatever type of membership he, she or it may be applying, shall apply in writing for admission and, in the case of individuals, sign a declaration that he or she is in general agreement with the purposes of the Association as expressed in the Memorandum of Association. No person shall become a member unless approved by the Board.
5. A member which is an organisation must, if asked, give a copy of its constitution to the Association.
6. Each member which is an organisation has the right to appoint one representative. At any time by giving notice in writing to the Association, that member can cancel the appointment of its representative and appoint another instead. The member must confirm the name of its representative at the Association's request. The representative has the right to attend and to vote at general meetings of the Association and any vote given shall be valid unless prior to the vote the Association receives written notice ending the representative's authority.
7. Members which are organisations stop being members in the same way as individual members stop being members.
8. The Board may delegate the power to admit members.
9. None of the rights of any member of the Association may be transferred or transmitted to any other person or organisation
10. Without limiting the discretion of the Board as to the acceptance of persons to membership of the Association, it is expressly declared that the Board may refuse membership of the Association to persons who support town and country planning codes or systems which are discriminatory on the grounds of racial origin.

SUBSCRIPTIONS

11. (A) Subject as hereinafter provided the Association in General Meeting may from time to time

determine the minimum rates of the annual subscription (if any) to be payable by each category of member but no such resolution shall have any retrospective effect.

11. (B) In respect of a category of member whose members are to be admitted as members for a specified period only the Association in General Meeting may subject as hereinafter provided determine the rate of a single subscription payment payable by each member of such category to cover such specified period of membership.
11. (C) Every person admitted to membership shall pay his/her or its first annual subscription or (if applicable) single subscription payment forthwith on his/her or its admission.
11. (D) Every member not being a member who was admitted to membership for a specified period only shall so long as he she or it remains a member pay an annual subscription to the Association on each anniversary of the day on which he she or it paid his her or its first annual subscription to the Association.
11. (E) In the event of the membership of a person admitted to membership as representing an unincorporated organisation ceasing before the anniversary of the day on which he or she last paid his or her annual subscription to the Association then if a person nominated by the said unincorporated body applies for membership before such anniversary there shall be credited against the first annual subscription payable by such new member an amount equal to such proportion of the subscription paid by such former member as the Board shall determine in all the circumstances to be reasonable.
11. (F) The Association in General Meeting may from time to time determine or approve (consistently with the provisions of these Articles) the benefits to be included in the subscription payable by each category of member.

CESSATION OF MEMBERSHIP

12. A member shall cease to be a member:
 - (A) If notice of resignation signed by or on behalf of such member is delivered to the Association, or
 - (B) If, having been admitted to membership as a representative of an unincorporated organisation, the unincorporated organisation which he or she represents shall by notice in writing delivered to the Association notify the Association that his or her authority to represent such nominating organisation has been revoked.
13. If any member shall fail to pay any annual subscription for three months after the same shall have become due such member shall cease to be a member of the Association provided that a person or corporation who has ceased to be a member of the Association under the provisions of this Article may be subsequently admitted to membership but the provisions of these Articles relating to annual subscriptions shall have effect as if such person or corporation had not previously been a member of the Association. If a member ceases to satisfy the membership criteria set out in this article, the member will not automatically cease to be a member, but the Board may propose the termination of that member's membership under Article 14.
14. If at any time any member shall represent to the Board that it is desirable for any reason to determine the membership of any other member and the Board, after giving such other member notice of such representation and considering any explanation which he she or it may desire to give, resolves by a majority of not less than three-fourths of the members present and voting at a meeting thereof that such member be expelled, such member shall cease to be a member.

GENERAL MEETINGS

15. 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.

16. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
17. The Board may whenever they think 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 requisitionists, as provided by the Act.
18. Fourteen days' notice in writing at the least of every General Meeting (exclusive in every case both of the day on which notice is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of the meeting, and in the case of special business and any ordinary resolutions the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of General Meetings, a meeting may be convened by such notice as those members may think fit. The notice of every General Meeting must also include a statement informing the members of their right to appoint a proxy.
19. In the case of a special resolution the exact wording of the resolution must be set out in the notice.
20. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

21. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, reporting the results of the election of Trustees and members of the Policy Council in the place of those retiring, the election of a President and Vice-Presidents and the appointment of, and the fixing of or authorising the Board to fix the remuneration of the Auditors.
22. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided fifteen members personally present and entitled to vote thereat shall be a quorum.
23. 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 Board may determine, and if at such adjourned meeting a quorum is not present within half-an-hour from the appointed time for holding the meeting the members present shall be a quorum.
24. The President of the Association or failing him the Chair of the Board or failing him a Vice Chair of the Board shall preside as the Chair at every General Meeting, but if at any meeting neither the President nor the Chair of the Board nor a Vice Chair of the Board 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.
25. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever 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.
26. At all General Meetings a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by

the Chair or by at least three members present in person, or by a member or members present in person and representing one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the Chair of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority 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 that resolution. The demand for a poll may be withdrawn.

27. Subject to the provisions of Article 28, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chair 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.
28. No poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.
29. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.
30. The demand of 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.

VOTES OF MEMBERS

31. Subject to Article 32 below
 - (A) every member who is an individual and not representing an unincorporated organisation shall have one vote;
 - (B) every member which is a body corporate shall have one vote and shall lodge with the Association a copy of the resolution duly appointing a person as its representative and any such person shall be entitled to attend any General Meeting and vote on behalf of the body corporate until such time as the body corporate deposits with the Association a further resolution appointing a different person as its representative. Where a body corporate fails to appoint a representative or fails to lodge a certified copy of the resolution in accordance with the terms of this Article any person purporting to represent that body corporate shall not be entitled to vote nor shall he or she be counted in the quorum at a General Meeting of the Association;
 - (C) every member who represents an unincorporated organisation shall have one vote. Provided that where an unincorporated organisation is for the time being represented by two or more members the vote of such one only of those members as by notice in writing given to the Association by that unincorporated organisation shall be authorised to vote on its behalf shall be accepted to the exclusion of the votes of the other members representing that unincorporated organisation.
32. No member other than one who or which shall have paid every annual subscription which shall be due to the Association from him her or it shall be entitled to vote on any postal ballot or on any question at any General Meeting or nominate any person under Article 48B.
33. The Board may by a resolution approved by 75% of the current membership of the Board authorise the use of a postal or electronic ballot for the election of Trustees. In the event that the Board so elects to hold an electronic ballot, it must inform the members that they have the right to choose whether to cast their votes electronically or by post.

WRITTEN AGREEMENT TO RESOLUTION

34. Except in the case of a resolution to remove a Trustee or the auditors before the expiry of their term, members may pass a valid resolution without a meeting being held. But for the resolution to be valid:
 - (A) it must be in writing;
 - (B) in the case of a special resolution it must be signed by at least 75 per cent of all those

members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

- (C) in the case of an ordinary resolution it must be signed by a majority of all those members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;
- (D) it may consist of two or more documents in identical form Signed by members;
- (E) the passing of the resolution must comply with any other requirements of the law from time to time.

PROXIES

- 35 (A) Proxies may be appointed only for deciding resolutions at General Meetings or in accordance with Article 34. A person holding a proxy may vote on any such resolution.
- 35 (B) An instrument appointing a proxy shall be in writing executed by or on behalf of the appointer and shall be in the form set out in Article 35 (D) or in any usual or common form or in such other form as the Trustees may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he or she thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or such other place or person as the notice for the meeting shall specify at least 48 hours prior to the general meeting (excluding bank holidays and weekends).
- 35 (C) A vote given or poll demanded by proxy or by the duly authorised representative of a body corporate shall be valid notwithstanding the previous termination of the authority of the person voting or demanding a poll unless notice of the termination was received by the Association at the office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or (in the case of a poll taken more than 48 hours after it is demanded, excluding bank holidays and weekends) before the time appointed for taking the poll.
- 35 (D) A proxy in the following form will be acceptable:
“
of
a member of the Town and Country Planning Association
hereby appoint
of
and failing him or her
of
as my proxy to vote for me on my behalf at the [Annual/Extraordinary] General Meeting of
the Association to be held on the _____ day of _____ and
any adjournment thereof.

Signed on the _____ day of _____ ”

The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

BOARD OF TRUSTEES

- 36. The Board shall consist of fifteen Trustees, including the ex officio member, and two appointed Trustees Appointed Trustees shall be appointed by resolution of the Board from the membership of the TCPA and shall be known as ‘Appointed Trustees’. An Appointed Trustee (other than the ex officio member) shall hold office until the Annual General Meeting immediately following the expiry of the period of three years from the date of his or her appointment, and shall then retire and shall not be eligible for reappointment but shall be eligible for election to the

Board or other office. No person who has served as an elected member of the Board or as Honorary Treasurer or as a Vice-President shall be eligible to be an appointed member of the Board. The remaining twelve Trustees shall be the elected Trustees.

37. (A) A member which is a body corporate may nominate in writing some person who is a member or employee of such member but is not a member of the Association to represent it on the Board and such person if elected to be a Trustee shall so long as he or she remains a Trustee be deemed to represent such member and is called in these presents "a representative member of the Board".
37. (B) An unincorporated organisation represented by a member may nominate in writing that member for election as a Trustee.
38. No person shall be eligible to hold office as a Trustee unless either he or she is a member of the Association who has paid at least one annual subscription or he or she is a person who has been nominated under Article 37(A).
39. The Board may from time to time and at any time appoint any eligible person to be a Trustee, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum of Trustees be not thereby exceeded. Any Trustees (other than the ex-officio member) so appointed shall retain his or her office only until the next Annual General meeting but he shall then be eligible for re-election.

PRESIDENT AND VICE-PRESIDENT

40. The Association shall at the Annual General Meeting in each year elect some person who would be eligible under Article 38 to be a Trustee to be the President of the Association. The person so appointed shall hold office as the President of the Association until the conclusion of the next following Annual General Meeting or until he shall become disqualified under Article 61 but a person who ceases to hold the office of President at the conclusion of any Annual General Meeting may at such meeting be re-elected to the office of President. The President shall not by virtue of his or her tenure of that office be a Trustee.
41. The Association may at the Annual General Meeting in every year elect such persons as it thinks fit whether members of the Association or not to be Vice-Presidents of the Association until the next following Annual General Meeting when they shall be eligible for re-election as Vice-Presidents. A Vice-President shall not by virtue of his or her tenure of that office be a Trustee.

POWERS OF THE BOARD OF TRUSTEES

42. (A) The business of the Association shall be managed by the Board who may exercise all such powers of the Association and do on behalf of the Association all such acts as may be exercised or done by the Association and as are not by these presents required to be exercised or done by the Association in General Meeting subject nevertheless to any regulations of these presents, 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.
42. (B) Without prejudice to the general powers conferred by the last preceding article, and so as not in any way to limit or restrict those powers, and without prejudice to the other powers conferred by these Articles, it is hereby expressly declared that the Board should have the power to establish in the United Kingdom any branches, for the management of any of the affairs or property of the Association or for the purpose of promoting and co-ordinating the objects of the Association or any of them to appoint any persons, whether Trustees or members of the Association or not, to be members of any such branch, and to delegate to any such branch, any of the powers, authorities and discretions vested in the Board together with a power to appoint or co-opt any person to such body and a power of sub-delegation and to remove any person so appointed or co-opted (whether by the Board or by such local branch), and to annul or vary any delegation, but so that no person dealing in good faith and without

notice of any such annulment or variation shall be affected thereby. Provided always that no resolution of any meeting of any such branch, (other than a resolution which purports only to offer advice to the Board) shall have any validity or effect unless (a) a majority of the members present at the meeting and entitled to vote are members of the Association, or (b) such resolution is confirmed by the Board.

- 43. (A) The Trustees for the time being may act notwithstanding any vacancy in their body; provided always that in case the Trustees shall at any time be or be reduced in number to less than the minimum number prescribed by these presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Association, filling up vacancies in their body or of summoning a General Meeting, but not for any other purpose.
- 43. (B) The Board shall ensure that there is at all times an Honorary Treasurer of the Association who shall be a member of the Association and who shall be ex officio a Trustee.

THE POLICY COUNCIL

- 44. (A) The Policy Council shall consist of the President of the Association (ex-officio), the 15 Trustees (ex-officio), up to 20 ordinary members of the Association and up to 9 co-optees. Unless otherwise determined by the Association in General Meeting, the number of the members of the Policy Council shall be not more than 45.
- (B) The ordinary members of Policy Council shall be elected by members of the Association at the Annual General Meeting. The provisions of Articles 37, 38, 45, 46, 48, 49 and 50 shall apply to the election of ordinary members of the Policy Council as they do to the election of Trustees.
- (C) The Policy Council may co-opt up to 9 additional members to the Policy Council.
- (D) The Policy Council shall meet at least four times in every year. The Policy Council is, in all respects other than its election, deemed to be a committee of the Board. Proceedings of the Policy Council shall thus be governed by Articles 55, 56, 57, 65.

ELECTION OF TRUSTEES

- 45. At the Annual General Meeting to be held in every year, one-third of the Trustees (excluding for this purpose the ex officio member) for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
- 46. (A) The Trustees first selected to retire pursuant to Article 45 shall be those who have been equal longest in office since their last election at an Annual General Meeting.
- 46. (B) If the Trustees so selected exceed the number required to retire, as between Trustees of equal seniority since last election, the Trustees to retire shall be the person whose continuous period on the Board and before that the Council (as referred to in Article 72) has been longest and if selection is still needed shall in the absence of agreement be selected from among them by lot.
- 46. (C) If the Trustees so selected for retirement are less than the number required to retire, the additional Trustees to retire shall be those persons whose continuous period on the Board and before that the Council (as referred to in Article 72) has been longest.
- 46. (D) A retiring Trustee shall be eligible for re-election.
- 46. (E) The persons to retire pursuant to Article 45 shall be determined immediately before the notice under Article 48A is despatched and their vacated offices and any other offices of Trustees vacated after such determination and at or before the relevant Annual General Meeting shall be filled by electing eligible persons by ballot as referred to in Article 48C. Such elections shall take effect at the relevant Annual General Meeting and this provision does not prevent the Board exercising its power under Article 39 in respect of a casual vacancy before the relevant Annual General Meeting.
- 47. (A) If any Trustee who is not liable to retire under the preceding Article at the Annual General

Meeting in any year shall not have attended at least half the meetings of the Board within the year, such Trustee shall also retire at the Annual General Meeting but shall be eligible for re-election.

47. (B) If any ordinary member of the Policy Council who is not liable to retire under the preceding Article (as applied in accordance with Article 44(B)) at the Annual General Meeting in any year shall not have attended at least half the meetings of the Policy Council within the year, such member of the Policy Council shall also retire at the Annual General Meeting but shall be eligible for re-election. Provided that a member of the Policy Council who has been absent from any meeting of the Policy Council with the sanction of the Policy Council shall for the purposes of this Article be deemed to have been present at it.
- 48(A) At least 90 clear days before the date fixed for the Annual General Meeting in each year the Association shall give notice to the members of the vacancies in the Board and the Policy Council which it is then known will occur at the Annual General Meeting together with a nomination form for persons to fill such vacancies or any others that may occur at or before such Annual General Meeting.
- 48(B) No person (whether or not a retiring Trustee or member of the Policy Council) shall be eligible for election or re-election on the ballot referred to under Article 48C unless there shall have been delivered to the Association within 42 days after the service of the notice under Article 48A a nomination form nominating such person for election or re-election as a Trustee or member of the Policy Council either signed by a member or given under Article 37(A) or (B) and in each case signed by the nominated person confirming his or her willingness to be elected or re-elected as the case may be. A supporting statement in relation to the nominee may accompany the nomination form but must not exceed the length approved by the Board.
- 48(C) At least 28 clear days before the date fixed for the Annual General Meeting in each year, ballot papers for the election of Trustees and ordinary members of the Policy Council to fill the vacated offices referred to in Article 46(E) from persons duly nominated shall be sent to members together with copies of all supporting statements which accompanied the nomination forms. To be valid duly completed ballot papers from members entitled to vote on the ballot must be delivered to the Association not less than 7 clear days before the date of the Annual General Meeting. If the ballot results in a tie for any vacancy the tie shall be resolved by lot. If the number of candidates nominated under Article 48B does not exceed the number of vacancies which it is then known will occur at the Annual General Meeting, the nominees shall be deemed to have been elected and no ballot shall be held in that year. Notwithstanding the above no person shall be elected or re-elected as a Trustee if his election or re-election would result in the number of Trustees who are representative members of the Board exceeding one third of the total at that time.
- 48(D) The accidental omission to send a notice or form of nomination under Article 48B or a ballot paper or supporting statement under Article 48C to, or the non receipt of such a document by, any person entitled to receive it shall not invalidate any election. The provisions of Articles 67, 68, 69 and 70 shall apply to such documents as they do to notices.
- 48(E) The forms of nomination and ballot papers referred to in the preceding Articles and the detailed procedures for maintaining, so far as practicable, confidentiality of voting while also ensuring that only those eligible to do so vote on the ballot shall be determined from time to time by the Board.
- 48(F) The provisions of Articles 48A to 48E inclusive apply to elections to fill vacated offices of Trustees as referred to in Article 46(E) and Article 47 in place of the provisions of Articles 49 and 50.
- 48(G) An eligible person may be nominated under Article 48B for election both as a Trustee and an ordinary member of the Policy Council at an Annual General Meeting but may not be appointed to both offices and the nomination form must state his or her preferred office. If elected on the ballot for his or her preferred office his or her nomination for the other office shall be treated as automatically withdrawn and votes cast for him or her on the ballot for that office shall be disregarded.

49. The Association may at any General Meeting elect as a Trustee a person who has been duly nominated for election at that meeting under Article 50 so long as the maximum number of fifteen Trustees is not thereby exceeded and so long as such election will not result in the number of the Trustees who are representative members of the Board exceeding one third of the total at that time.
50. No person shall be eligible for election or re-election as a Trustee or member of the Policy Council at any General Meeting unless there shall have been delivered to the Association at least 3 days prior to such meeting a notice in writing nominating such person for election or re-election as a Trustee or member of the Policy Council either signed by a member who is entitled to vote at that meeting or given under Article 37(A) or (B) and such person before his election or re-election is proposed shall have notified the Association of his willingness to be elected or re-elected as the case may be. Elections shall, unless the Board otherwise determines, be by ballot held at the relevant Meeting.

PROCEEDINGS OF THE BOARD

51. A Board Meeting shall be held at least four times in every year. Subject as aforesaid the Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise set at a higher figure, five shall be quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.
52. Any five or more Trustees may, and on the request of a Trustee the Secretary shall, at any time, summon a meeting of the Board by notice served upon the Trustees. Notice of every meeting of the Board may be given to each by prepaid post at the address supplied by him or her to the Secretary or may be given personally. A Trustee who has not supplied such an address to the Secretary shall not be entitled to notice of any meeting of the Board.
- 53A. The Board shall from time to time elect a Chair. In order to be duly nominated a candidate for the position of Chair of the Board must be a Trustee nominated by at least three of the elected members of the Board. Each Trustee and each and every member of the Policy Council shall be entitled to vote in an election for the position of Chair of the Board. In the event that there is only one candidate for the position of Chair of the Board a vote of affirmation by the Policy Council by a simple majority will be necessary. Members of Policy Council shall not be entitled to vote on any other resolution of the Board other than the election of the Chair of the Board. The Chair shall hold office for a period of not more than three years, at the end of which the Chair shall retire and be eligible for re-election, but the Chair shall hold office for a total period of not more than six years.
- 53.B. The Board shall from time to time elect up to two vice-Chairs. Vice-Chairs shall be appointed for such periods and on such terms as to eligibility for re-election as the Board may from time to time decide. The Chair or failing him or her one or other of the vice-Chairs shall be entitled to preside at all meetings of the Board and the Policy Council at which he or she shall be present, but if no such Chair or vice Chair be elected, or if at any meeting neither the Chair nor a vice-Chair be present within five minutes after the time appointed for holding the meeting, and willing to preside, the Trustees or members of the Policy Council present shall choose one of their number to be Chair of the meeting.
54. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretion by or under the regulations of the Association for the time being vested in the Board generally.
55. The Board may delegate any of its powers to committees having executive or advisory functions consisting of such individual or individuals (in the case of a Committee with executive functions the majority of whom shall be Trustees or in the case of a committee with advisory functions who shall include at least one Trustee and who may include in either case the Chief Executive or Director provided there are at least two other members of such committee) as they think fit and in particular may delegate the management of the finances and administration of the Association

to a Management Committee consisting of the Chair, the vice-Chairs and the Honorary Treasurer and the Director and Trustees or members of the Association as the Board may determine. Any such Committee so formed shall, in the execution of the powers so delegated to it conform to any regulations imposed on it by the Board and its meetings and proceedings shall be governed by the provision of these Articles for regulating the meeting and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations (as to quorum or otherwise) made by the Board as aforesaid. Provided that all acts and proceedings of any such committees or Management Committee are fully reported back to the Board as soon as possible.

56. A resolution in writing signed by all the Trustees for the time being or of any committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committee shall be valid and effectual as if it has been passed at a meeting of the Board or of the Committee duly convened and constituted.
57. All acts bona fide done by any meeting of the Board or of any committee of the Board or by any person acting as a Trustee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Trustee 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 or had duly continued in office and was qualified to be a Trustee.
58. Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

59. CONFLICTS OF INTEREST

- 59 (A) Where the duty of a Trustee under section 175(1) of Companies Act 2006 to avoid conflict of interest would otherwise be infringed in relation to a particular transaction or arrangement, the duty is not infringed if:
- i the matter in relation to which that duty exists has been proposed to the Trustees at a meeting of the Trustees and has been authorised by them;
 - ii any requirement as to the quorum of such meeting is met without counting the Trustee in question, or any other interested Trustee; and
 - iii the matter was agreed to without any such Trustee voting, or would have been agreed to if the vote of any such Trustee had not been counted.
- 59 (B) The Trustees shall also observe the rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest and to the extent required by law every Trustee shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict that he has.

60. INDEMNITY OF TRUSTEES

- 60.(A) To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Trustee may otherwise be entitled the Association may indemnify every Trustee out of the assets of the Association against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee save that no Trustee may be entitled to be indemnified:
- (i) for any liability incurred by him to the Association or any associated company of the Association (as defined by the Act for these purposes);
 - (ii) for any fine imposed in criminal proceedings;
 - (iii) for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
 - (iv) for any liability which he has incurred in defending any criminal proceedings in which he is

convicted and such conviction has become final;

- (v) for any liability which he has incurred in defending any civil proceedings brought by the Association or an associated company in which a final judgment has been given against him; and
- (vi) for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.

60.(B) To, and to the extent permitted by law from time to time, the Association may provide funds to every Trustee to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Trustee, provided that he will be obliged to repay such amounts no later than:

- (i) in the event he is convicted in proceedings, the date when the conviction becomes final;
- (ii) in the event of judgment being given against him in proceedings, the date when the judgment becomes final; or
- (iii) in the event of the court refusing to grant him relief on any application under the Act, the date when refusal becomes final.

DISQUALIFICATION OF TRUSTEES

61. The office of Trustee or of President shall be vacated if:

- (A) he or she becomes prohibited by law from being a director; or
- (B) he or she becomes bankrupt or makes any arrangement or composition with his or her creditors generally; or
- (C) he or she is, or may be, suffering from mental disorder and either:
 - (i) he or she is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 or, in Scotland, an application for admission under the Mental Health (Scotland) Act 1960; or
 - (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his or her property or affairs; or
- (D) he or she resigns his office by notice to the Association; or
- (E) he or she ceases to be a member of the Association; or
- (F) if having been elected or appointed to such office by virtue of a nomination under Article 37(1) or 37(2) he or she ceases to be a member or employee of the member which nominated him or her under that Article or of the member or Unincorporated Organisation which nominated him or her by a notice in writing given to the Association revokes such nomination or if such member ceases to be a member of the Association; or
- (G) if required to retire in accordance with Article 47 hereof.

CHIEF EXECUTIVE OR DIRECTOR

62. The Board may appoint any person whether or not a member of the Association to be the Chief Executive or Director of the Association for such period and on such terms as to remuneration and otherwise as they shall think fit. The Chief Executive or Director shall subject to any direction that may be given by the Board be responsible for carrying on the activities of the

Association.

SECRETARY

63. The Secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board may from time to time by resolution appoint an assistant or deputy. Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting. The Board may appoint the same person to hold the office of Chief Executive or Director and Secretary.

THE SEAL

64. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board and in the presence of at least two Trustees and of the Secretary, and the said Trustees and Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed.

MINUTES

65. Proper minutes shall be kept of all appointments of officers made by the Board and of the proceedings of all meetings of the Association, of the Board and of committees thereof, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
66. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection of members not being Trustees and no member (not being a Trustee) shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Board or by the Association in General Meeting.

NOTICES

67. A notice may be served by the Association upon any member of it, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
68. 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 her or it, shall be entitled to have notices served upon him her or it at such address, but, save as aforesaid and as provided by the Act, only those members who or which are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.
69. Any notice:
- (A) if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in providing such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put in to the post office as a prepaid letter
- (B) may be given, if the member has provided the Association with a fax number, by sending it by fax to that member. This is subject to the member having consented to receipt of notice in this way, where this is a legal requirement; or
- (C) may be given, if the member has provided the Association with an e-mail address, by sending it by e-mail to that address. This is subject to the member having consented to receipt

of notice in this way, where this is a legal requirement.

70. Where a member has informed the Association in Writing of his consent, or has given deemed consent in accordance with the Act, to receiving notices from the Association by means of a website, notice will be validly given if the Association sends that member a notification informing him that the documents forming part of the notice may be viewed on a specified website. The notification must provide the website address, and the place on the website where the notice may be accessed and an explanation of how it may be accessed. If the notice relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

DISSOLUTION

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

LEGACY RESERVE FUND

72. It shall be a duty of the Board of Trustees to establish and maintain a 'TCPA Legacy Reserve Fund' and to encourage legacy donations and other monies as agreed by the Board to be invested in this fund. This Fund shall be managed according to the Reserves Policy as maintained by Association and such that the interest earned by the Fund shall be disbursed primarily to further the objectives of the TCPA as agreed by the Board. A 75% majority of votes of those present at a properly constituted General Meeting of the Association shall be required for the withdrawal of any capital from the Reserve Fund other than earned interest (which may be withdrawn by the Board as above). Any resolution to a General Meeting for the withdrawal of capital from the Legacy Reserve Fund must state the purpose for which any withdrawal is intended and that purpose must be consistent with the Reserves Policy.

ALTERATION OF THE ARTICLES

- 73 (A) The Association may alter these Articles only by a special resolution or by a written resolution. A special resolution must be passed at a meeting of members of which 14 clear days' notice has been given of the intention to pass a special resolution and at which at least 75% of those voting vote in favour of it. Such a resolution may be passed on shorter notice if 90% of members having the right to vote agree to such short notice.
- 73 (B) No alteration may be made to an Article which, or which directs the application of property on dissolution, or which authorises any benefit for Trustees or members without the Charity Commission's prior written approval where that is required by law.
- 73 (C) The Charity Commission and the Registrar of Companies must be informed of alterations and all future copies of the Articles issued must contain the alterations.