

DATED 28TH MARCH 2017
(Updated March 2017)

NEW ARTICLES OF ASSOCIATION
of
CRUISE LINES INTERNATIONAL ASSOCIATION UK & IRELAND LIMITED

COMPANY NUMBER 620964

The Companies Acts 2006

Company Limited by Guarantee without a Share Capital

Articles of Association

of

Cruise Lines International Association UK & Ireland Limited
 (adopted by Special Resolution passed on 28TH MAY 2013,
 as amended by [CLIA UK & Ireland Executive Committee in
 March 2017)

Interpretation

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

- | | | |
|-----|-------------------------|--|
| (a) | "the Act" | means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force; |
| | "Affiliation Agreement" | means the affiliation agreement dated on or about the date of these Articles between the Association and CLIA; |
| | "these Articles" | means the Articles of Association for the time being in force; |
| | "the Association" | means the Cruise Lines International Association UK & Ireland Limited; |
| | "the Auditors" | means the auditors of the Association from time to time; |
| | "Clear Days" | in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect; |
| | "CLIA Global" | means Cruise Lines International Association Inc., a non-profit organisation incorporated in the District of Columbia, United States of America; |

“CLIA Financial Contribution”	means the contribution to the running costs of the Association to be made by CLIA Global as agreed from time to time by the Executive Committee and CLIA Global and which is to be paid on account of the contribution to the running costs of the Association that would otherwise be payable by the Global CLIA Members or Regular CLIA Members;
“CLIA Operational Policies”	means any operational policies adopted by CLIA Global and compliance with which is a condition of membership of CLIA;
"Executed"	includes any mode of execution;
“Executive Committee”	means the Executive Committee for the time being of the Association;
"In writing"	means written, printed or lithographed or partly one and partly the other, or any other mode of representing or reproducing words in a visible form;
“Global CLIA Member”	means a Global Regular Member of CLIA Global that has elected to be affiliated with the UK & Ireland region as provided for in the CLIA Global By-Laws adopted on 11 th March 2013 and as the same may be varied, replaced or modified from time to time;
"Member(s)"	means member(s) other than associate Members that operate ships in, or source passengers from, the U.K or Ireland;
"Month"	means calendar month;
"Office"	means the registered office of the Association;
“Regular CLIA Member	means a Regular Member of CLIA Global (including a Regular Member which is a River Cruise Member) that has elected to be affiliated to the UK & Ireland region as provided for in the CLIA Global By-Laws adopted on 11 th March 2013 and as the same may be varied, replaced or modified from time to time;
"the Regulations"	means the Package Travel, Package Holidays and Package Tours Regulations 1992 or any statutory modification, re-enactment or replacement thereof;
"the Seal"	means the Common Seal of the Association;

"Secretary" means (if any) the Secretary of the Association or any other person appointed to perform the duties of the Secretary of the Association, including a joint, assistant or deputy secretary;

"the United Kingdom" means Great Britain and Northern Ireland;

- (b) words importing the singular include the plural and vice versa, words importing a gender include every gender and references to persons include bodies corporate;
- (c) words or expressions contained in these Articles bear the same meanings as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Association.

Members

2. The Members of the Association shall be:
 - (a) those persons who as at the date of the adoption of these Articles are Members, being either the original subscribers to the Memorandum of Association or persons admitted to membership since incorporation and before the adoption of these Articles (which have not resigned or had their membership terminated);
 - (b) to the extent they are not already a Member pursuant to Clause 2(a), any person, being either a corporation or, in the case of an unincorporated body, a representative nominated in writing by such unincorporated body, which is at the date hereof or becomes hereafter, in addition to operating ships in or sourcing passengers from the U.K or Ireland, (i) a Global CLIA Member; or (ii) a Regular CLIA Member; for as long as they remain as a Global CLIA Member or a Regular CLIA Member as aforesaid and provided that they have agreed to be bound by these Articles to govern their rights and obligations as a Member.
3. The Executive Committee may at its discretion retain the category of "associate" membership, upon such terms of membership and rights as the Executive Committee may from time to time decide and publish and, subject thereto, may admit any person to associate membership of the Association PROVIDED HOWEVER that no associate member shall have any entitlement to vote at general meetings of the Association or at all and that save as otherwise provided for in these Articles such associate members will not be Members for the purposes of these Articles.
4. Any person wishing to join the Association as an associate member shall deliver to the Executive Committee an application for membership in such form as the Executive Committee may prescribe.
5. Every such application for associate membership shall be considered by the Executive Committee and if elected by a simple majority of the Executive Committee voting, the applicant shall thereupon become an associate member.

6. The Executive Committee shall have full power, at its sole and absolute discretion and without assigning any reason therefor, to decline to admit any applicant to membership of the Association. The provisions of Sections 113 and 114 of the Act shall be observed by the Association and every Member shall sign a written consent to become a Member.
7. The rights and privileges of a Member shall be personal and shall not be transferable or transmissible.
8. Subject to Article 9, a Member shall cease forthwith to be a Member of the Association:-
 - (a) upon the expiration of four months' notice in writing given by the Member to the Association stating his intention to retire;
 - (b) if the Member fails to pay the amounts due under the CLIA Global Dues and Assessments Policy, as may be amended from time to time, in accordance with its terms and the Executive Committee resolves that the membership of such Member be terminated;
 - (c) (c) if, in the case of the Member being a representative of an unincorporated body, such body serves a written notice on the Association withdrawing its nomination of such representative;
 - (d) if, in the case of the Member being a corporation, a receiver or administrative receiver or manager is appointed of all or any of its undertaking, assets or property, or an administration order is made in relation to it, or a resolution is passed or an order is made for its winding up or it enters into any composition, scheme, compromise or arrangement with or for the benefit of its creditors generally or any class of them; or if such Member shall be incorporated outside the United Kingdom it shall suffer or allow to happen any event analogous to any of the foregoing whether in the jurisdiction in which it is incorporated or in any other jurisdiction;
 - (e) if, in the case of the Member being a representative of an unincorporated body, such representative becomes, or is adjudicated or found to be, bankrupt or insolvent, or suspends payments of his debt, or admits inability to pay his debts as they fall due, or makes or enters into any assignment or compromise or composition or other arrangement: for the benefit of his creditors generally;
 - (f) if, in the case of the Member being a representative of an unincorporated body, such unincorporated body is dissolved;
 - (g) if the business of the Member:-
 - (i) ceases, in the opinion of the Executive Committee, to include passenger travel by sea or the promotion of passenger travel by sea; or

- (ii) in the opinion of the Executive Committee does not or ceases to comply with those of the CLIA Global Member Policies which are applicable to the Member and fails to rectify any non-compliance following notice from the Executive Committee requiring such compliance;
 - (h) upon the expiration of one month's notice in writing given at any time by the Executive Committee to the Member requiring the Member to resign from the Association, provided always that no resolution of a meeting of the Executive Committee to give any such notice shall be effective unless the Member concerned shall have been given a reasonable opportunity to attend the meeting and speak at it;
 - (i) if the Member being an "organiser" as defined in and for the purposes of the Regulations shall fail to comply with the requirements therein contained relating to security in the event of insolvency; or
 - (j) if the Member is a Member pursuant to Article 2(b) as a result of being a Global CLIA Member or Regular CLIA Member and such Member ceases to be either a Global CLIA Member or Regular CLIA Member (provided always that for the avoidance of doubt this paragraph (j) shall not apply where a Global CLIA Member becomes a Regular CLIA Member or vice versa).
9. Paragraphs (a) to (i) of Article 8 shall not apply to any Global CLIA Member or any Regular CLIA Member which shall only cease to be a Member pursuant to paragraph (j) of Article 8.

Contributions

10. Every associate member shall contribute to the running costs of the Association to the extent determined from time to time by the Executive Committee. Global CLIA Members and Regular CLIA Members will not be required to contribute to the extent that the contribution to the running costs that would otherwise be payable by them is received by the Association from CLIA Global by its payment of the CLIA Financial Contribution. For these purposes, the Association will agree annual budgets with CLIA Global on which the contributions (including the CLIA Financial Contribution) will be based.

Every Member and associate member shall be liable to pay to the Association the contribution so determined.

Neither a Member nor an associate member shall be entitled to exercise any of the rights or privileges of membership until he shall have paid all monies payable by him to the Association.

In the event of a Member or associate member resigning or his membership of the Association otherwise terminating, or being suspended, his contribution shall be payable in full for the year during which such resignation or termination or suspension (as the case may be) of membership occurs, and if he has already

paid such contribution he shall not be entitled to recover such payment or any part thereof from the Association.

11. Any Member who shall fail to pay his contribution as determined pursuant to Article 9 as and when specified in the CLIA Global Dues and Assessments Policy, or any associate member who shall fail to pay his contribution as determined pursuant to Article 9 within one month of written demand therefor, may be excluded from the Association by resolution of a majority of at least two-thirds of the Executive Committee present and voting at a special convened meeting of the Executive Committee at which not less than four members of the Executive Committee shall be present. Such Member or associate member shall have seven Clear Days' notice sent to him of such Executive Committee meeting, and he may attend the meeting, but shall not be present at the voting or take part in the proceedings otherwise than as the Executive Committee allows. A Member or associate member excluded from the Association by such meeting may, within seven days after notice of his exclusion, appeal from the decision of the Executive Committee to a special meeting of the Association which shall thereupon be convened by the Executive Committee.
12. A majority of not less than three-fourths of the Members present at the special meeting convened pursuant to Article 11 shall have power to annul the exclusion of such Member or associate member, or to annul it subject to the performance of any conditions which such meeting may think fit to impose.

General Meetings

13. The Association shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Association and that of the next. The annual general meeting in each year shall be held at such time and place as the Executive Committee shall appoint.
14. All general meetings other than the annual general meeting shall be called extraordinary general meetings.
15. The Executive Committee may, whenever it thinks fit, convene an extraordinary general meeting and extraordinary general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists as is provided by the Act. If at any time there are not sufficient Executive Committee members capable of acting to form a quorum, any member of the Executive Committee, or any two Members of the Association, may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Executive Committee.

Notice of General meetings

16. An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least 21 Clear Days' notice. All other extraordinary general meetings shall be called by at least 14 Clear Days' notice but a general meeting may be called by a shorter notice if it is so agreed:

- (a) in the case of an annual general meeting, by all the Members entitled to attend and vote thereat; and
- (b) in the case of any other meeting by a majority in number of the Members having a right to attend and vote being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the Members.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the Members and associate members and to the members of the Executive Committee and the Auditors.

- 17. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General meetings

- 18. All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheet and reports of the members of the Executive Committee and the Auditors, the election of members of the Executive Committee in the place of those retiring (if any), and the appointment of, and the fixing of, the remuneration of the Auditors.
- 19. Associate members shall be entitled to attend and speak but not to vote at general meetings. The chairman of the meeting may permit other persons who are not Members or associate members (or otherwise entitled to exercise their rights) to attend and speak at any general meeting.
- 20. No business shall be transacted at any meeting unless a quorum is present at the time when the meeting proceeds to business. Save as herein otherwise provided, seven Members present in person shall be a quorum. For this purpose a corporation present by a representative appointed pursuant to the provisions of Article 43 shall be deemed to be a Member present in person. Associate members shall not be taken into account for the purposes of constituting a quorum.
- 21. If such a quorum is not present within half an hour from the time appointed for the meeting, the meeting, if convened on the requisition of Members shall be dissolved; in any other case, it shall stand adjourned to such time and place as the Executive Committee may determine (being on the same date and within 30 minutes of the time originally appointed if so determined), and if at such adjourned meeting a quorum is not present at time appointed for the meeting, the Members present shall be a quorum.
- 22. The Chairman, if any, of the Executive Committee shall preside as chairman of the meeting, but if there is no such Chairman, or if at any meeting he shall not be

- present within 15 minutes after the time appointed for holding the meeting or is unwilling to act, the Members present shall elect one of the other members of the Executive Committee to be chairman of the meeting.
23. If no member of the Executive Committee is willing to act as chairman, or if no member of the Executive Committee is present within 15 minutes after the time appointed for holding the meeting, the Members present shall choose one of their number to be chairman.
 24. The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
 25. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (a) by the chairman; or
 - (b) by at least three Members having the right to vote at the Meeting; or
 - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting;and a demand by a person as proxy for a Member shall be the same as a demand by the Member.
 26. Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
 27. The demand for a poll may, before the poll is taken, be withdrawn and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.
 28. Except as otherwise provided by Article 30, a poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
 29. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.

30. No poll shall be demanded on the election of a chairman or on a question of adjournment. A poll demanded on any other question shall be taken either forthwith or at such other time and place as the chairman directs not being more than 30 days after the poll is demanded. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll was demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
31. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least 7 Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
32. A resolution of the Members may be passed as a written resolution in accordance with chapter 2 of part 13 of the Act.

Votes of members

33. Every Member shall have one vote.
34. No Member shall be entitled to vote at any meeting unless all moneys presently payable by him to the Association have been paid.
35. A Member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the chairman of the meeting of the authority of the person claiming to exercise the right to vote shall be deposited at the office, the meeting or at such other place as is specified in accordance with the Articles for the deposit of instruments of proxy, before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
36. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
37. On a poll votes may be given either personally or by proxy.
38. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointer and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Executive Committee may approve):

“ Cruise Lines International Association UK & Ireland Limited

I/We _____ of _____
being a member/members of the above-named Association hereby
appoint _____ of _____
or failing him

of _____
as my/our proxy to vote in my/our name[s] and on my/our behalf at the
annual/extraordinary general meeting of the Association to be held on
[INSERT DATE] and at any adjournment thereof.

Signed on [INSERT DATE] "

- 39. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow in any other form which is usual or which the Executive Committee may approve):

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

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

Resolution No 1 * for * against

Resolution No 2 * for * against

* Strike out whichever is not desired.

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

Signed this _____ day of [INSERT DATE]"

- 40. The instrument appointing a proxy and the power of attorney or other authority under which it is executed or a copy of such power or authority certified notarially or in some other way approved by the Executive Committee may:

- (a) be deposited at the Office, the meeting or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Association in relation to the meeting before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

- (b) in the case of a poll taken more than 48 hours after it is demanded, be deposited as aforesaid after the poll has been demanded and before the time appointed for the taking of the poll; or
 - (c) where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary (if any) or to any member of the Executive Committee and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.
41. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
42. A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination 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 the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

Corporation acting by representative

43. Any corporation which is a Member of the Association may by resolution of its directors or other governing body authorise such person as it thinks fit being a director or executive officer of such Member to act as its representative at or with reference to any meeting of the Association and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual Member of the Association.

Executive Committee and number of members of the Executive Committee

44. The Council of Management of the Association as at the date of adoption of these Articles shall be re-named as the "Executive Committee" and all members of the Council of Management as at the date of adoption of these Articles shall be members of the Executive Committee. Unless otherwise determined by ordinary resolution, the number of members of the Executive Committee (other than alternate members of the Executive Committee) shall not be less than seven nor more than twelve.

Alternate members of the Executive Committee

45. Any member of the Executive Committee (other than an alternate member) may appoint any other member of the Executive Committee or any other person approved by resolution of the Executive Committee and willing to act, to be an alternate member of the Executive Committee and may remove from office an alternate member of the Executive Committee so appointed by him.

46. An alternate member of the Executive Committee shall be entitled to receive notice of all meetings of the Executive Committee and of all meetings of committees of the Executive Committee of which his appointor is a member, to attend and vote at any such meeting at which the member of the Executive Committee appointing him is not personally present and generally to perform all the functions of his appointor as a member of the Executive Committee in his absence but shall not be entitled to receive any remuneration from the Association for his services as an alternate member of the Executive Committee.
47. An alternate member of the Executive Committee shall cease to be an alternate member of the Executive Committee if his appointor ceases to be a member of the Executive Committee; but, if a member of the Executive Committee retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate member of the Executive Committee made him which was in force immediately prior to his retirement shall continue after his re-appointment.
48. Any appointment or removal of an alternate member of the Executive Committee shall be by notice to the Association signed by the member of the Executive Committee making or revoking the appointment or in any other manner approved by the Executive Committee.
49. Save as otherwise provided in these Articles, an alternate member of the Executive Committee shall be deemed for all purposes to be a member of the Executive Committee and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of the member of the Executive Committee appointing him.

Powers of the Executive Committee

50. Subject to the provisions of the Act and these Articles and to any regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Association in general meeting, the business of the Association shall be managed by the Executive Committee which may exercise all the powers of the Association. No alteration of these Articles and no such regulation shall invalidate any prior act of the Executive Committee (or of the Council of Management which preceded it) which would have been valid if that alteration or regulation had not been made.
51. The Executive Committee may, by power of attorney or otherwise, appoint any person to be the agent of the Association for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

Delegation of Executive Committee's powers

52. The Executive Committee may delegate any of its powers to any committee consisting of one or more members of the Executive Committee. Any such delegation may be made subject to any conditions the Executive Committee may impose, and either collaterally with or to the exclusion of its own powers and may be revoked or altered. Subject to any such conditions, the proceedings of a

committee with two or more members shall be governed by these Articles regulating the proceedings of the Executive Committee so far as they are capable of applying.

Appointment and retirement of directors

53. No person who is not a Member of the Association or the representative of a corporation which is a Member of the Association shall in any circumstances be qualified to hold office as a member of the Executive Committee. A person shall be the representative of a corporation for this purpose if nominated as such by the corporation, but any such nomination may be revoked, and a fresh nomination made in place thereof, by such corporation PROVIDED THAT no such revocation or fresh nomination shall be capable of taking effect until such person being a member of the Executive Committee shall retire by rotation.
54. At every annual general meeting, one of the members of the Executive Committee shall retire from office provided always that no member shall be required to retire pursuant to this Article unless they have been in office for 3 years since their last appointment or re-appointment.
55. Subject to the provisions of the Act, the members of the Executive Committee to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment but as between persons who became or were last re-appointed members of the Executive Committee on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
56. If the Association, at the meeting at which a Member of the Executive Committee retires by rotation, does not fill the vacancy the retiring member of the Executive Committee shall, if willing to act, be deemed to have been re-appointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the re-appointment of such member is put to the meeting and lost.
57. No person other than a member of the Executive Committee retiring by rotation shall be appointed or re-appointed a member of the Executive Committee at any general meeting unless:
 - (a) he is recommended by the Executive Committee; or
 - (b) not less than 7 nor more than 28 Clear Days before the date appointed for the meeting, notice executed by a Member qualified to vote at the meeting has been given to the Secretary of the intention to propose that person for appointment or re-appointment together with notice executed by that person of his willingness to be appointed or re-appointed.
58. Not less than 7 nor more than 28 Clear Days before the date appointed for holding a general meeting notice shall be given to all who are entitled to receive notice of the meeting of any person (other than a member of the Executive Committee retiring by rotation at the meeting) who is recommended by the

- Executive Committee for appointment or re-appointment as a member of the Executive Committee at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or re-appointment as a member of the Executive Committee.
59. Subject as aforesaid, the Association may by ordinary resolution appoint a qualified person who is willing to act to be a member of the Executive Committee either to fill a vacancy or as an additional member of the Executive Committee and may also determine the rotation in which any additional members of the Executive Committee are to retire.
 60. The Association may, in addition and without prejudice to the provisions of Sections 168 and 169 of the Act, by special resolution remove any member of the Executive Committee before the expiration of his period of office and may by ordinary resolution appoint another qualified person in his stead. Any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.
 61. The Executive Committee may appoint a qualified person who is willing to act to be a member of the Executive Committee, either to fill a vacancy or as an additional member of the Executive Committee, provided that the appointment does not cause the number of members of the Executive Committee to exceed any number fixed by or in accordance with these Articles as the maximum number of members of the Executive Committee. A member so appointed shall hold office only until the next following annual general meeting and shall not be taken into account in determining the members of the Executive Committee who are to retire by rotation at the meeting. If not re-appointed at such annual general meeting, he shall vacate his office at the conclusion thereof.
 62. Subject as aforesaid, a member of the Executive Committee who retires at an annual general meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

Disqualification and removal of members of the Executive Committee

63. The office of a member of the Executive Committee shall be vacated if:
 - (a) he ceases to be a member of the Executive Committee or he becomes prohibited from being on the Executive Committee by virtue of any provision of the Act or the Company Directors Disqualification Act 1986 (as amended and supplemented from time to time) or any order made thereunder or any other applicable law; or
 - (b) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or
 - (c) he is, or may be, suffering from mental disorder and either:
 - (i) a registered medical practitioner who is treating the member gives a written opinion to the Association stating that the person

has become physically or mentally incapable of acting as a member of the Executive Committee and may remain so for more than three months; 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 detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or
- (d) he resigns his office by notice to the Association; or
- (e) he ceases to be a Member of the Association or, if he shall be a representative of a corporation, his nomination as such is revoked (subject to the provisions of Article 53 hereof) or the corporation ceases to be a Member of the Association or he ceases to be an officer or employee of the corporation.

Remuneration and expenses of members of the Executive Committee

- 64. No member of the Executive Committee shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Executive Committee, except repayment of out-of-pocket expenses and interest on money lent or reasonable and proper rent for premises demised or let to the Association; provided that this shall not apply to (i) any payment to any company of which a member of the Executive Committee may be a member, and in which such member shall not hold more than one hundredth part of the capital, in which case such member of the Executive Committee shall not be bound to account for any share of profits he may receive in respect of any such payment; (ii) the payment in good faith of reasonable and proper remuneration to any officer or servant of the Association or to any Member in return for any services actually rendered to the Association; or (iii) the payment to any officer or servant of the Association or to any Member of interest on monies lent or reasonable and proper rent for premises demised or let to the Association.
- 65. The members of the Executive Committee may be paid all travelling, hotel and other expenses properly incurred by them in connection with their attendance at meetings of the Executive Committee or committees of the Executive Committee or general meetings of the Association or otherwise in connection with the discharge of their duties.

Proceedings of the Executive Committee

- 66. Subject to the provisions of these Articles, the members of the Executive Committee may regulate their proceedings as they think fit. A member of the Executive Committee may, and the Secretary (if any) at the request of a member of the Executive Committee shall, call a meeting of the Executive Committee. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote. A

member of the Executive Committee who is also an alternate member of the Executive Committee shall be entitled in the absence of his appointor to a separate vote on behalf of his appointor in addition to his own vote.

67. The quorum for the transaction of the business of the Executive Committee may be fixed by the Executive Committee and unless so fixed at any other number shall be four. A person who holds office only as an alternate member of the Executive Committee shall, if his appointor is not present, be counted in the quorum. For these purposes, a member of the Executive Committee (or any alternate) shall be present at a meeting if they can communicate with the other members of the Executive Committee and, in determining whether any member of the Executive Committee (or any alternate) is present, it shall not be relevant where they are or how they communicate with each other. If all members of the Executive Committee (and any alternates) are not in the same place, they may decide that the meeting is treated as taking place wherever any of them are.
68. The continuing members of the Executive Committee or a sole continuing member of the Executive Committee may act notwithstanding any vacancies in their number, but, if the number of members of the Executive Committee is less than the number fixed by these Articles as the minimum number of members of the Executive Committee, the continuing member or members of the Executive Committee may act only for the purpose of filling vacancies or of admitting persons to membership of the Association or of calling a general meeting.

The member or members of the Executive Committee shall appoint one of their number to be the Chairman of the Executive Committee for a period not exceeding two years and may at any time remove him from that office (provided always that at the end of such 2 year period the Chairman so appointed may not be re-appointed until a period of 2 years has elapsed since leaving office). The Executive Committee shall have the discretion but not the obligation to appoint a Vice Chairman from among the members of the Executive Committee. The vice chairman, if any, while eligible to serve as successor chair, shall not automatically be deemed the chair-elect. Unless he is unwilling to do so, the member of the Executive Committee appointed as Chairman shall preside at every meeting of the Executive Committee at which he is present. But if there is no member of the Executive Committee holding that office, or if the member of the Executive Committee holding it is unwilling to preside or is not present within 5 minutes of the time appointed for the meeting, the Vice Chairman, if any, shall preside, or in his absence the members of the Executive Committee present may appoint one of their number to be chairman of the meeting.

69. All acts bona fide done by a meeting of the Executive Committee, or of a committee of the Executive Committee or by a person acting as a member of the Executive Committee shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment or continuance in office of any member of the Executive Committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Executive Committee and had been entitled to vote.
70. A resolution in writing signed by all the members of the Executive Committee entitled to receive notice of a meeting of the Executive Committee or of a committee of the Executive Committee shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or (as the case may be) a committee of the Executive Committee duly convened and held and may consist

of several documents in the like form each signed by one or more members of the Executive Committee; but a resolution signed by an alternate member of the Executive Committee need not also be signed by his appointor and, if it is signed by a member of the Executive Committee who has appointed an alternate member of the Executive Committee, it need not be signed by the alternate member of the Executive Committee in that capacity.

71. Save as otherwise provided by these Articles, a member of the Executive Committee shall not vote at a meeting of the Executive Committee or of a committee of the Executive Committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Association.

For the purposes of this Article, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this Article becomes binding on the Association), connected with a member of the Executive Committee shall be treated as an interest of the member of the Executive Committee and, in relation to an alternate member of the Executive Committee, an interest of his appointor shall be treated as an interest of the alternate member of the Executive Committee without prejudice to any interest which the alternate member of the Executive Committee has otherwise.

72. A member of the Association shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
73. The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a member of the Executive Committee from voting at a meeting of the Executive Committee or of a committee of the Executive Committee.
74. If a question arises at a meeting of the Executive Committee or of a committee of the Executive Committee as to the right of a member of the Executive Committee to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any member of the Executive Committee other than himself shall be final and conclusive.

Secretary

75. Subject to the provisions of the Act, a Secretary may be appointed by the Executive Committee for such term, in accordance with the CLIA Affiliation Agreement and CLIA Global Operating Policy. The Executive Committee 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 is no secretary or no Secretary capable of acting.

Minutes

76. The Executive Committee shall cause minutes to be made in books kept for the purpose:

- (a) of all appointments of officers made by the Executive Committee; and
- (b) of all proceedings at meetings of the Association, and of the Executive Committee, and of committees of the Executive Committee, including the names of the member of the Executive Committee present at each such meeting;

and any such minutes of any such meeting, if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts stated therein.

The seal

77. The Seal shall only be used by the authority of the Executive Committee or of a committee of the Executive Committee authorised by the Executive Committee. The Executive Committee may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by two members of the Executive Committee.

Directors

78. All members of the Executive Committee shall be directors of the Association.
79. Where requested to do so by CLIA Global, the Executive Committee shall also nominate any Members which are Regular CLIA Members (but not Global CLIA Members) to be regional representatives for the Association on the Board of Directors of CLIA Global.

Accounts

80. The Executive Committee shall cause accounting records to be kept in accordance with the provisions of the Act.
81. The accounting records shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the Executive Committee thinks fit and shall always be open to the inspection of the members of the Executive Committee.
82. The Association in general meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the Members, other than members of the Executive Committee, of the accounts and books of the Association, or any of them, and subject to such restrictions the accounts and books of the Association shall be open to the inspection of such Members at all reasonable times during business hours.
83. The Executive Committee shall, in accordance with the provisions of the Act, cause to be prepared and to be laid before the Association in general meeting every year such income and expenditure accounts for the period since the last preceding accounts made up to a date not more than four months before such meeting, together with a balance sheet made up as at the same date, as are referred to in the Act. Every such balance sheet shall be accompanied by reports

of the Executive Committee and (if required by the Executive Committee or by law) the Auditors, and copies of such accounts, balance sheet and reports, and of any other documents required by law to be annexed or attached thereto or to accompany the same, shall not less than 21 Clear Days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of general meetings of the Association. Where required, the Auditors' report shall be open to inspection and be read before the meeting as required by the Act.

Audit

84. Once at least in every year if required by the Act or the Executive Committee the accounts of the Association shall be examined and the correctness of the income and expenditure accounts and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
85. If required by the Act or the Executive Committee, Auditors shall be appointed, and their duties regulated, in accordance with the provisions of the Act.

Notices

86. The Association may give any notice or send any documents or other information to a Member (i) personally; (ii) by sending it by post in a prepaid envelope addressed to the Member at his registered address (or such other address as the Member shall have specified for receiving communications) or by leaving it at that address; (iii) by electronic means to such email address as the Member shall have specified for receiving electronic communications; or (i) by such other means as permitted by the Act (including where permitted by the Act via the Association's website). A Member whose registered address is not within the United Kingdom and/or Ireland and who gives to the Association an address within the United Kingdom and/or Ireland at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such Member shall be entitled to receive any notice from the Association by post.
87. A Member present, either in person or by proxy, at any meeting of the Association shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
88. Proof that an envelope containing a notice, document or other information was properly addressed, prepaid and posted shall be conclusive evidence that the notice, document or other information was delivered. A notice, document or other information shall be deemed to have been delivered:
 - (a) if properly addressed and sent by first class post to an address in the United Kingdom or Ireland, on the day after it was posted;
 - (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - (c) if properly addressed and sent or supplied by electronic means, 24 hours after the document or information was sent or supplied; and

- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient received (or is deemed to have received) notice of the fact the material is on the website.
89. Any notice, document or other information to be sent or supplied to a member of the Executive Committee in connection with the taking of decisions may be sent by (i) electronic means; or (ii) by such other reasonable means by which the member of the Executive Committee has asked to be sent or supplied such notices, documents or other information. A member of the Executive Committee may agree that notices, documents or other information sent to them in a particular way are deemed to have been received within a specified time less than referred to in Article 89 (and otherwise Article 89 shall apply in relation to the delivery of notices, documents and other information to members of the Executive Committee).

Application of Income and Winding up

90. The income and property of the Association however derived shall not be transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Association provided always that the Executive Committee may resolve to pay any excess funds to the Members or to CLIA Global by way of a rebate of contributions made in accordance with Article 9.
91. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions which carry out activities similar to the Association, such institution or institutions to be determined by the Members at or before the time of dissolution and. if and so far as effect cannot be given to such provision, then to some charitable object.

Indemnity

92. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the Executive Committee may otherwise be entitled, every member of the Executive Committee or other officer of the Association shall be indemnified against any liability incurred by him as an officer of the Association in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted (or the proceedings are otherwise disposed of without any finding or admission of material breach of duty on his part) or in connection with any application in which (in his capacity as an officer of the Association) relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Association.
93. The Association may provide an officer with funds to meet expenditure incurred or to be incurred in connection with any proceedings or application referred to in Article 93 and otherwise may take any action to enable such officer to avoid incurring such expenditure provided that the officer has an obligation to repay

any funds advanced if the officer is not entitled to indemnification under Article 93. Article 93 does not authorise any indemnity which would be prohibited or rendered void by the Act (or any other provision of law) nor shall the Auditors have the benefit of Article 93.

Insurance

94. The Association may decide to purchase and maintain insurance at the expense of the Association for the benefit of any officer of the Association in respect of any loss or liability which has been or may be incurred by the officer in connection with that officer's duties or powers in relation to the Association.

Liability of Members

95. The liability of Members and associate members is limited. Every Member and associate member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a Member (or associate member), or within one year after he ceases to be a Member (or associate member), for payment of the debts and liabilities of the Association contracted before he ceases to be a Member (or associate member), and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

Registered Office

96. The Association shall maintain its office in England.