**THE COMPANIES ACT 2006**

---

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**CAMPAIGN FOR REAL ALE LIMITED**

**(COMPANY NUMBER 01270286)**

---

---

**Incorporating amendments made pursuant to special resolutions approved on 4 April 2020**

---

**THE COMPANIES ACT 2006**

---

**PRIVATE COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**CAMPAIGN FOR REAL ALE LIMITED**

**(COMPANY NUMBER 01270286)**

---

1. In these Articles:-

| | |
|---|---|
| **"The Act"** | means the Companies Act 2006. |
| **"Articles"** | means these Articles of Association. |
| **"Auditors"** | means the auditors or (as the case may be) the reporting accountants of CAMRA. |
| **"CAMRA"** | means The Campaign for Real Ale Limited. |
| **"Committee"** | means any committee appointed by the National Executive and/or the Members. |
| **"Member"** | means a member of CAMRA. |
| **"National Executive"** | means the Directors of CAMRA. |
| **"Secretary"** | means any person appointed to perform the duties of the Secretary of CAMRA. |
| **"United Kingdom"** | means Great Britain and Northern Ireland. |

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in visible form.

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which these Articles become binding.

2. The objects for which CAMRA is established are:

   (a) to secure the long term future of real ale, real cider and real perry by increasing their quality, availability and popularity;

   (b) to promote and protect pubs and clubs as social centres and part of the UK's cultural heritage;

   (c) to increase recognition of the benefits of responsible, moderate social drinking;

   (d) to play a leading role in the provision of information, education and training to all those with an interest in beer, cider and perry of any type;

   (e) to ensure where possible that producers and retailers of beer, cider and perry act in the best interests of the consumer.

3. (a) CAMRA is formed as an independent, volunteer led, non-party political body to pursue its objectives.

(b) CAMRA will operate in a transparent, inclusive, enthusiastic and welcoming manner, at all levels.

4. In furtherance of the above objects but not otherwise CAMRA shall have power:

   (a) to purchase, acquire, sell, exchange and otherwise deal in any way, whatsoever with freehold, leasehold or other property, chattels and effects;

   (b) to borrow or raise or secure the payment of money in such manner and on such terms as may seem expedient;

   (c) to co-operate with and assist in any way, including the investment of monies, by way of purchase of shares or the making of loans, whether secured or unsecured, or in any other manner whatsoever, any other organisation or corporation or company which is sympathetic to the objects of CAMRA;

   (d) to participate in bank direct debiting schemes as an originator for the purpose of collecting membership subscriptions and any other amounts due to CAMRA; in furtherance of this, CAMRA may enter into any indemnity required by the banks upon whom direct debits are to be originated, and any such indemnity may be executed on behalf of CAMRA by its authorised company account signatories;

   (e) to undertake, encourage and provide finance for research or experimental work connected with the said objects or any of them;

   (f) to manufacture, sell, treat and deal in all kinds of services, commodities, substances, materials, articles and things;

   (g) to maintain the necessary governance, structure, capabilities and financial resources to deliver its objects;

   (h) to establish and support branches, acting individually or jointly in voluntary association, whose objects are the same as the objects of CAMRA and to supply or aid in the establishment and support of clubs or associations whose objects are sympathetic to the objects of CAMRA;

   (i) to carry out all or any of the foregoing objects as principals or agents or in partnership, co-operation or conjunction with any person, firm, organisation, company or corporation and in any part of the world;

   (j) to develop products and services which promote the Campaign as widely as possible, grow and diversify the membership and activist base and generate campaigning funds;

   (k) to form partnerships and alliances with those organisations whose aims and objectives align with its own on individual issues;

   (l) to do all such other things as may be incidental or conducive to the attainment of the said objects or any of them.

5. The income and property of CAMRA whencesoever derived shall be applied solely towards the promotion of the objects of CAMRA as set forth in these Articles, 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 the Members, providing that nothing herein contained shall prevent the payment of reasonable remuneration to any of the National Executive or other Members for services actually rendered.

6. The liability of the Members is limited.

7. Every Member undertakes to contribute to the assets of CAMRA in the event of its being wound up while they are a Member, or within one year after they cease to be

a Member, in respect of the payment of the debts and liabilities of CAMRA contracted before they cease to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding £1.

8. If upon winding up or dissolution of CAMRA 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 having objects similar to the objects of CAMRA and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as is imposed on CAMRA under or by virtue of Article 5 hereof, such institution or institutions to be determined by the Members at or before the time of dissolution or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds and if and so far as effect cannot be given to the aforesaid provision then to some charitable object.

**MEMBERS**

9. The number of Members with which CAMRA has been registered is unlimited.

10. No corporation may be a Member, but clubs, associations and other organisations whose objectives are in keeping with the objectives of CAMRA may be deemed "affiliated bodies" by decision of the National Executive on payment of the fee from time to time set by the National Executive for affiliation and on registration of a representative Member.

11. Such persons as the National Executive shall admit to membership shall be Members on payment of a subscription of such sum as the Members may approve by motion at the Conference in any year. The Members may by motion at the Conference in any year stipulate types of membership and the payment appropriate to each type. Any Member in arrears with payment of such subscription shall not be entitled to any of the benefits of membership, and after being in arrears for one month shall be deemed to have resigned. Any Member may resign at any time by notice in writing to the registered office of CAMRA, but shall not be entitled to repayment of any part of their subscription for any type of membership.

12. Application for membership of CAMRA shall be made on such form as shall from time to time be prescribed by the National Executive and shall be considered by the National Executive who shall not refuse to grant membership save for good reason.

13. Without prejudice to the foregoing CAMRA shall not at any time discriminate on the grounds of social status, politics, race, sex, religion or sexual orientation.

14. The submission of an application for membership shall be regarded as an acknowledgement by the applicant that, if elected, they will abide by the Articles of CAMRA, a copy of which shall be available to every Member subject to payment of the fee allowed by law, and by all the rules, regulations and policies of CAMRA (**"Policies"**) for the time being in force.

15. No Member may make any public statement or announcement in the name of CAMRA without the consent of the National Executive.

16. The National Executive shall have power to suspend for a specified period or expel from membership any person who does anything which is prima facie detrimental to the interests of CAMRA. The National Executive may delegate the power to suspend or expel a member to a Disciplinary Committee. The decision to suspend or expel a person from membership shall be notified to that person in writing within 7 days, and the person shall at the same time be given notice of the meeting of the National Executive which they may attend in order to state their case should they wish to appeal, such meeting being no earlier than 21 days from the date of notification of

the decision. If the person cannot attend, a written statement of case may be submitted. If good reason for absence is given, the hearing of the case may be deferred until the next meeting of the National Executive. If the National Executive reviews an appeal, it shall have the power to:

(i) quash the suspension or expulsion;

(ii) vary the length of any suspension;

(iii) reduce an expulsion to a suspension; or

(iv) raise a suspension to an expulsion.

If the person making the appeal is a member of the National Executive, they shall not be entitled to vote in the appeal decision. The appeal decision shall be notified to the person in writing within 7 days, and at the same time the person shall be informed of the right to make a final appeal to the next Conference. Any person so suspended or expelled from membership who wishes to make a final appeal against the suspension or expulsion must send a notice of such appeal in writing to the Chairman of the National Executive, and provided that such notice of appeal is received at least two weeks before the next Conference, any such appeal shall be heard at that Conference. At the Conference, the reasons for suspension or expulsion shall be stated and the person suspended or expelled shall have the right to attend and address the Conference for a maximum of 15 minutes, but not to vote on the final appeal. The members in Conference will then vote by a show of hands as to whether to allow or deny the final appeal, with the decision on such appeal being by a simple majority and being final and binding. Any suspension or expulsion of a member will take effect upon the initial decision of the National Executive or Disciplinary Committee and shall continue in effect unless or until rescinded upon an appeal or final appeal.

**GENERAL MEETINGS**

17. CAMRA shall in each year hold a General Meeting as its Annual General Meeting (**"AGM"**) in addition to any other meeting in that year, and shall specify the meeting as such in the notice calling it; and not more than fifteen months shall elapse between the date of one AGM and that of the next. The AGM shall be held at such time and place as the National Executive shall appoint. The formal business of the Annual Conference of CAMRA (**"Conference"**) described in Article 39 shall commence immediately following closure of the AGM.

18. All meetings of the Members other than any AGM or Conference shall be called General Meetings. The National Executive may convene a General Meeting if they consider such a meeting necessary in the interests of CAMRA. A General Meeting shall also be called by the National Executive (or, if there are no current members of the National Executive, by the Secretary or another senior officer of CAMRA) within 21 days of the receipt at the registered office of CAMRA of a written requisition of such a meeting signed by not less than 500 Members or by 5% of the membership (whichever is the lesser number). Such written requisition shall be accompanied by a sum of money sufficient to meet the cost of convening such a meeting.

19. If at any time there are not within the United Kingdom sufficient members of the National Executive capable of acting to form a quorum, any two members of the National Executive may convene a General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the National Executive.

**NOTICE OF GENERAL MEETINGS**

20. Each AGM and any General Meeting called for the passing of a special resolution shall be called by giving not less than 14 days' notice in writing. The notice shall be

exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and hour of the meeting, and the resolutions to be proposed to the meeting, and shall be given in any manner prescribed or permitted by these Articles or by the Act and approved by the National Executive, to such persons as are, under the Articles, entitled to receive such notices from CAMRA.

21. 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 the meeting.

**PROCEEDINGS AT GENERAL MEETINGS**

22. The AGM in each year shall be conducted in accordance with the provisions of these Articles and any Policies or procedures ratified by the National Executive or any Committee, and shall consider resolutions in respect of:

    (a) the adoption of the most recently prepared statutory accounts of CAMRA including the reports of the National Executive and the Auditors;

    (b) the election of members of the National Executive in the place of those retiring;

    (c) the appointment of and the fixing of the remuneration of the Auditors; and

    (d) any other resolution in respect of which a valid notice of an intention to propose that resolution has been served upon all required parties in accordance with these Articles and the Act.

23. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business; save as hereinafter otherwise provided 100 Members present in person shall form a quorum.

24. If within half an hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon 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 to such other day and at such other time and place as the National Executive may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members then present shall be a quorum.

25. No resolution shall be considered or voted upon at any General Meeting except a resolution included in the notice calling the meeting unless written notice shall be given to the registered office of CAMRA of the intention to propose that resolution at least 63 clear days before the date of the General Meeting or, if less than 49 clear days' notice of the General Meeting shall have been given, within 7 days of the giving of such notice, and such written notice of intent has been signed by not less than 50 Members.

26. The Chairman, if any, of the National Executive, shall preside as Chairman at every General Meeting of CAMRA, or if there is no such Chairman, or if the Chairman shall not be present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the members of the National Executive present shall elect one of their number to be Chairman of the meeting.

27. If at any meeting no member of the National Executive is willing to act as Chairman or if no member of the National Executive 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 of the meeting.

28. At the discretion of the Chairman, or on the direction of the meeting, the Chairman may adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the notice of the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

29. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless either the National Executive determines otherwise by exercise of its discretion in Article 34 (subject to the requirements of the Act and to that method being stated in the notice of the meeting), or a poll is (before or on the declaration of the result of the show of hands) demanded:

    (a) by the Chairman; or

    (b) by not less than 5 Members present in person and having the right to vote at the meeting.

    Unless a poll be so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority, or lost, an entry to that effect in the minutes of proceedings of CAMRA shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

30. If a poll is duly demanded, and not withdrawn, it shall be taken in such manner as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

31. A poll demanded on the election of a Chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the Chairman directs and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of a poll.

32. In the case of an equality of votes on any matter at a General Meeting, whether on a show of hands, or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

33. At a General Meeting every Member shall have one vote upon each resolution, which may be exercised in person, remotely by any electronic or other direct voting method ratified by the National Executive, or by appointing the Chairman of the meeting as the Member's proxy, such proxy being appointed by any method that the National Executive may ratify and the Act may permit.

34. Notwithstanding any other provision of these Articles the National Executive, having taken into account the best interests of CAMRA including cost and verification, may ratify the use of any method of voting at a specified General Meeting including, but not limited to, any method stated in Article 33, provided that each available method of voting is notified to the Members within the notice of the meeting.

35. A Member that a registered medical practitioner or a competent court has adjudged to be physically or mentally incapable of properly exercising their powers or rights as a Member may not vote at a General Meeting.

36. No Member shall be entitled to vote at a General Meeting unless all monies presently payable by them to CAMRA have been paid.

**PROCEEDINGS AT THE CONFERENCE**

37. The Conference shall take place in each year upon and around the date of the AGM and at the same location. Any Member may attend the Conference subject to complying with any notified prior registration requirements.

38. The formal business of the Conference shall commence immediately following closure of the AGM. The Conference and the Policies and procedures in respect of its conduct shall be separate to those applicable to General Meetings in all respects, and subject to the specific provisions of these Articles and any other procedural matters ratified by the National Executive or any Committee.

39. At the Conference in each year the Members shall:

    (a) receive reports of campaigning activity since the previous Conference;

    (b) consider and vote upon motions proposed by Members including any motions concerning Members' subscriptions;

    (c) consider and vote upon a proposal to approve the Policies in place as at the date of the Conference; and

    (d) conduct such other business as the National Executive may specify.

40. Unless otherwise determined by the National Executive, the Chairman of the AGM in any year shall also preside as Chairman of the formal business of Conference in that year, whether or not that person has, if standing for re-election, been re-elected to the National Executive at that AGM. If for any reason there is no such Chairman, or if the Chairman shall not be present within 15 minutes of closure of the AGM, or is unwilling to act, the members of the National Executive present shall elect one of their number to be Chairman of Conference.

41. Any Member, backed by a seconder, and any branch, region or national Committee of CAMRA may propose a motion to be considered at a Conference. Notice of any such proposal must be delivered in writing to the registered office of CAMRA not less than 63 clear days prior to the date of the Conference. The National Executive and/or the nominated Committee shall consider all motions proposed, and may take such action, to include any clarifying amendment to the wording of a proposed motion, as may be considered to be in best interests of CAMRA and the Members before any motion is proposed at a Conference.

42. Any motion approved by a majority of the Members present at a Conference shall be considered by the National Executive as soon as is practicable following the Conference, and unless the motion is not considered to be in the best interests of CAMRA, shall be ratified as a new Policy binding upon Members with effect from such ratification.

43. Every Member shall have one vote upon each motion proposed at a Conference, the approval or rejection of each motion being determined by a show of hands from those present at the Conference unless the use of any additional or alternative voting method has been ratified by the National Executive prior to the Conference including, but not limited to, electronic or other remote voting. No proxies may be appointed. No poll may be required unless authorised by the Chairman.

44. In the case of an equality of votes the Chairman shall be entitled to a second or casting vote.

45. A Member that a registered medical practitioner or a competent court has adjudged to be physically or mentally incapable of properly exercising their powers or rights as a Member may not vote at a Conference.

46. No Member shall be entitled to vote at a Conference unless all monies presently payable by them to CAMRA have been paid.

**NATIONAL EXECUTIVE**

47. Unless a greater or lesser number is specified by an ordinary resolution approved at a General Meeting, there shall be 12 places on the National Executive.

48. The remuneration (if any) to be paid to any member of the National Executive shall be determined by the Members in a General Meeting. The members of the National Executive shall be entitled to be repaid all travelling, hotel and other expenses properly incurred by them in or about the business of CAMRA including their expenses of travelling to and from National Executive or Committee meetings.

49. No person shall, at the same time, be a member of the National Executive and an employee of CAMRA; provided that a General Meeting of CAMRA may authorise a member of the National Executive to be or become an employee of CAMRA; and an employee of CAMRA may continue in their employment if elected a member of the National Executive in accordance with these Articles. A member of the National Executive who is an employee of CAMRA shall retire as a member of the National Executive at each AGM and may submit themselves for re-election at any AGM, but shall not be taken into account in determining the members of the National Executive who are to retire by rotation at any AGM.

**BORROWING POWERS**

50. The National Executive may exercise all the powers of CAMRA to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt liability or obligation of CAMRA or of any third party.

**POWER AND DUTIES OF THE NATIONAL EXECUTIVE**

51. The business of CAMRA shall be managed by the National Executive who may pay all expenses incurred in furthering the objectives of CAMRA and may exercise all such powers of CAMRA as are not, by the Act or by these Articles, required to be exercised by CAMRA at a General Meeting, subject nevertheless to the provisions of the Act or these Articles, and also to such Policies, being not inconsistent with the aforesaid provisions, as may be approved by the Members at any Conference; but no Policy approved at a Conference shall invalidate any prior act of the National Executive which would have been valid if that Policy had not been approved.

52. All cheques, bank transfers, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to CAMRA shall be signed, drawn, accepted, endorsed, or otherwise authorised or executed, as the case may be, in such manner as the National Executive shall from time to time by resolution determine.

53. The National Executive is empowered to form Committees or appoint officers for any special purpose and may co-opt any Member to undertake these tasks, and those Members shall be entitled to travelling and hotel expenses etc, as allowed to members of the National Executive under Article 48.

54. The Chairman and any other 3 members of the National Executive shall be empowered to make emergency decisions in the interests of CAMRA without reference to a full meeting of the National Executive and such decisions shall be binding pending the next full meeting of the National Executive. Any such decision

must be ratified at the next properly convened meeting of the National Executive but the presumption shall exist that the decision is acceptable unless the circumstances are exceptional.

55. The National Executive shall cause minutes to be made:

    (a) of all appointments of officers made by the National Executive;

    (b) of the names of the members of the National Executive present at each meeting of the National Executive and of any Committee;

    (c) of all resolutions and proceedings at all General Meetings, and all meetings of the National Executive and any Committee.

56. The National Executive shall be empowered to make Policies which they consider to be in the best interest of CAMRA which shall be binding on all Members unless or until revoked or countermanded by the Members in General Meeting. Such Policies shall not conflict with the Act or with the Articles.

**DISQUALIFICATION OF MEMBERS OF THE NATIONAL EXECUTIVE**

57. The office of member of the National Executive shall be vacated if the member of the National Executive:

    (a) becomes an employee of CAMRA other than in accordance with Article 49 hereof; or

    (b) becomes bankrupt or makes any arrangements or composition with their creditors generally; or

    (c) becomes prohibited by law from being a member of the National Executive; or

    (d) has been adjudged by a registered medical practitioner or a competent court to be physically or mentally incapable of properly exercising their powers as a member of the National Executive; or

    (e) resigns their office by notice in writing to CAMRA; or

    (f) ceases to be a Member of CAMRA; or

    (g) is removed by ordinary resolution in General Meeting pursuant to section 168 of the Act or according to Article 67 hereunder; or

    (h) is directly or indirectly interested in any contract with CAMRA and fails to declare the nature of their interest in a manner required by section 177 of the Act.

58. A member of the National Executive shall not vote in respect of any contract in which they are interested or any matter arising thereout whether or not they declare their interest, and if they do so vote their vote shall not be counted.

**ROTATION OF THE MEMBERS OF THE NATIONAL EXECUTIVE**

59. The election for membership of the National Executive shall take place at each AGM.

60. For each resolution to fill a place on the National Executive, each Member shall have one vote, thus each Member is entitled to as many votes as there are vacant places on the National Executive, but is not required to exercise all or any such votes. Each vote shall be exercised by such method, and be subjected to such ratification procedure, as the National Executive may determine, to include any electronic or other direct voting method. The result of the election of the National Executive shall be declared by simple majority, with the candidates polling the highest number of votes being declared elected to the vacant places in descending order of number of votes.

61. No member of the National Executive elected at an AGM shall hold office for more than four years without retiring. At each AGM, one-quarter of the members of the National Executive (or if their number is not three or a multiple of three, then the number nearest one-quarter) shall retire from office. The members of the National Executive to retire at any AGM shall be those who will have held office for four years since their last election, then, to make up the one-quarter or number nearest one-quarter, those who have been in office longest since their last election. As between members of the National Executive elected as such on the same day, those to retire shall be determined by agreement between such members, or, if there is no such agreement, shall be those who received the least number of the votes cast for any candidate elected at the election concerned. The computation of the members of the National Executive to retire at any AGM follows this formula:

(a) any member of the National Executive who is also an employee of CAMRA must retire at each AGM;

(b) any member co-opted by the National Executive must retire at the next AGM following their co-option;

(c) take one quarter of the remaining number of members, or the number nearest one quarter (e.g. 3 of 11; 3 of 10; 2 of 8; 2 of 7 etc.);

(d) any member who will have been in office for four years since their last election must retire;

(e) the number to retire is then made up to the one-quarter or the number nearest one-quarter by the length of service/least votes formula e.g. if the three next longest serving members of the National Executive have all held office for two years, and two must retire, the three may agree unanimously among themselves which two shall retire, but failing this agreement, the two polling the least votes when elected shall retire.

62. Any retiring member of the National Executive whether elected at an AGM or co-opted shall be eligible for re-election provided that they have not served a continuous eight-year period on the National Executive. Having served for a continuous period of eight years on the National Executive a minimum period of one year must elapse before seeking re-election. Any period of service on the National Executive before 4 April 2020 shall be disregarded for the purposes of this Article

63. The Members at the AGM at which a member of the National Executive retires in accordance with Articles 49 or 62 may fill the vacated office by electing a person thereto, and in default, the retiring member of the National Executive shall, if offering themselves for re-election, be deemed to have been re-elected, unless at such AGM it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member of the National Executive shall have been put to the AGM and lost.

64. No person shall be eligible for election to the office of member of the National Executive at any AGM unless at least 63 clear days before the date of that AGM there shall have been left at the registered office of CAMRA notice in writing, signed by not less than 10 Members duly qualified to attend and vote at the AGM for which such notice is given, of their intention to propose such person for election, and also notice in writing signed by that person of their willingness to be elected.

65. CAMRA may from time to time by ordinary resolution at a General Meeting increase or reduce the number of members of the National Executive and may also determine in which rotation the increased or reduced number is to leave office at each AGM.

66. The National Executive shall have power at any time to co-opt any person to be a member of the National Executive so long as the number of members of the National

Executive shall not thereby come to exceed the number fixed in accordance with Article 47 above. Any member of the National Executive so appointed shall hold office only until the next following AGM, and shall then retire and be eligible for re-election, but shall not be taken into account in determining the number of members of the National Executive who are due to retire by rotation in accordance with Article 61 above.

67. By ordinary resolution at a General Meeting, of which notice has been given according to section 168 of the Act, CAMRA may remove any member of the National Executive from that office. This removal from office shall take effect immediately, notwithstanding anything in these Articles, or in any agreement or contract between CAMRA and the member of the National Executive so removed from office, but shall be without prejudice to any rights that member may have either under any agreement or contract with CAMRA or generally at law.

68. If the removal from office of a member of the National Executive by resolution according to Article 67 above occurs at an AGM, the vacancy so created shall be filled in the normal course of election of members of the National Executive under Article 61 above. If the removal from office occurs at any General Meeting, the meeting may by ordinary resolution (of which due notice has been given under Articles 20 and 25 above) appoint a person to fill any vacancy so created, and that person's term of office as a member of the National Executive shall be as stated under Article 61 above. If no appointment to any vacancy so created is made at a General Meeting, the National Executive shall have power according to Article 66 above to co-opt a person to fill the vacancy, except that it may not co-opt the person dismissed from office under Article 67 above.

**PROCEEDINGS OF THE NATIONAL EXECUTIVE**

69. The National Executive may meet together for the despatch of business, adjourn and otherwise regulate their meeting as they think fit. Questions arising at any meetings 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. The Secretary shall on the requisition of the Chairman or four other members of the National Executive at any time summon a meeting of the National Executive. At least six clear days' notice shall be given of such a meeting. It shall not be necessary to give notice of a meeting of the National Executive to any member of the National Executive for the time being absent from the United Kingdom.

70. The Chairman of the National Executive shall be elected by the members of the National Executive at the first full meeting of the National Executive after the AGM in each year, and take office following closure of that meeting. If there is no incumbent Chairman of the National Executive at the commencement of that meeting, the National Executive members present shall elect a Chairman to preside at that meeting.

    Subject to remaining a member of the National Executive throughout the relevant period, the Chairman shall serve a term expiring upon closure of the first full meeting of the National Executive after the AGM in the following year. The Chairman may be re-elected at the discretion of the National Executive. In the absence of the elected chairman at any meeting, the National Executive may appoint a chairman by a majority vote for that meeting. Any member of the National Executive who ceases to be a member of the National Executive shall automatically cease to be Chairman.

    The members of the National Executive may call for a vote of no confidence to replace the Chairman during a period of appointment. A minimum of two thirds of National Executive members must sign such a proposal stating the reason for the vote of no confidence, which must be delivered to the Company Secretary with

original signatures. In the event that the Chairman is removed from office, that person will remain a full member of the National Executive.

If for any reason the Chairman of the National Executive ceases to be Chairman during a period of appointment, the National Executive shall vote, by secret ballot, upon the appointment of a new Chairman to serve for the remainder of that period.

71. The quorum necessary for the transaction of the business of the National Executive shall be fixed by the National Executive at a figure being not less than four.

72. The continuing members of the National Executive may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of CAMRA as the necessary quorum of members of the National Executive, the continuing members of the National Executive or member of the National Executive may act for the purpose of increasing the number of members the National Executive to that number, or of summoning a General Meeting of CAMRA, but for no other purpose.

73. If the Chairman is not present within 15 minutes after the time appointed for holding a meeting of the National Executive, the members of the National Executive present may choose one of their number to be Chairman of that meeting.

74. The National Executive may delegate any of its powers to Committees consisting of such Members as they and/or the Members may appoint, and any Committee so formed shall in the exercise of the powers so delegated conform to any Policies and procedures that may be imposed on it by the National Executive.

75. Any Member may be invited by the Chairman to attend a meeting of the National Executive subject to the approval of the members of the National Executive at that meeting.

76. A Committee may elect a Chairman of its meeting. If no such Chairman is elected or if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the same, the members present may choose one of their number to be Chairman of the meeting.

77. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

78. All acts done by any meeting of the National Executive or of a Committee, or by any person acting as a member of the National Executive or any Committee, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the National Executive or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the National Executive or relevant Committee.

79. A resolution in writing signed by all the members of the National Executive for the time being entitled to receive notice of a meeting of the National Executive shall be as valid and effectual as if it had been passed at a meeting of the National Executive duly convened and held.

80. Business to be conducted at each meeting of the National Executive shall, whenever practicable, be stated on the notice convening the meeting. Business of which notice has not been given on the convening notice shall not be transacted at the meeting except with the consent of at least three-fourths of those persons present, being in number not less than four.

**SECRETARY**

81. The Secretary, who shall not be also a member of the National Executive, shall be appointed by the National Executive for such term, at such remuneration and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them.

82. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the National Executive and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the National Executive and as, or in place of, the Secretary.

**ACCOUNTS**

83. The National Executive shall cause proper books of accounts to be kept with respect to:

(a) all sums of money received and expended by CAMRA and the matters in respect of which the receipt and expenditure takes place;

(b) all sales and purchases of goods by CAMRA; and

(c) the assets and liabilities of CAMRA,

and proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of CAMRA's affairs and to explain its transactions.

84. The books of account shall be kept at the registered office of CAMRA or, subject to Section 388 of the Act, at such other place or places as the National Executive think fit, and shall always be open to inspection by the National Executive.

85. The National Executive shall from time to time determine whether and to what extent and at what times and places, and under what conditions, Policies or procedures, the accounts and books of CAMRA or any of them shall be open to the inspection of Members not being members of the National Executive, and no Member, not being a member of the National Executive, shall have any right of inspecting any account or book or document of CAMRA except as conferred by statute or authorised by the National Executive or by CAMRA in General Meeting.

86. The National Executive shall in accordance with Sections 394, 398 and 415 of the Act cause to be prepared and to be laid down before the Members at each AGM such profit and loss accounts, balance sheets, group accounts (if any) and reports as referred to in those sections.

87. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Members at an AGM together with a copy of the Auditors' report, shall not less than 14 days before the date of the meeting be sent, and/or made accessible via a link to the CAMRA website, to every Member of, and every holder of a debenture granted by, CAMRA provided that this Article shall not require a copy of those documents to be sent to any person of whose address CAMRA is not aware or more than one of the joint holders of any debentures.

**AUDIT**

88. The Auditors shall be appointed at each AGM and their duties regulated in accordance with Part 16 of the Act. Such appointment will include authority to prepare the statutory accounts of CAMRA for any accounting period ending prior to the next AGM. In the event that the Auditors are removed or should resign at any time, the National Executive may fill that vacancy with such duly qualified party as they may select, and such party shall serve as Auditors until the next AGM with authority equivalent to that of the previous Auditors, and the continued appointment

of that party for any period beyond the next AGM shall require ratification by the Members at that AGM.

**NOTICES**

89. A notice or any other information required to be delivered or otherwise made available to any Member in accordance with these Articles may be given personally or by sending it to their registered address, if any, within the United Kingdom supplied by them to CAMRA for the giving of notice to them, or by any other means permitted by Article 91. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing pre-paying and posting a letter containing the notice, and to have been effected in the case of notice of a meeting posted by first or second class post at the expiration of 72 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Notices of General Meetings shall be deemed to be sufficiently served if incorporated in, included with or annexed to any publication circulated by CAMRA to the whole of its membership, or accessible via a link to the CAMRA website that is notified in such a publication.

90. Notice of any General Meeting shall be given in any manner hereinbefore authorised to:

    (a) every Member except those Members who (having no registered address within the United Kingdom) have not supplied to CAMRA an address within the United Kingdom for the giving of notice to them;

    (b) every person being a legal personal representative or a trustee in bankruptcy of a Member where the Member but for their death or bankruptcy would be entitled to receive notice of the meeting; and

    (c) the Auditors.

**MEANS OF COMMUNICATION TO BE USED**

91. Anything that is to be sent, delivered or supplied by or to CAMRA, whether under the Articles or otherwise, may be sent or supplied by any method for which the Act provides subject to the National Executive issuing prior ratification of the use of that method for the matter concerned, including without limitation the use of electronic mail, and the posting of information on CAMRA's website (in the case of notice of a meeting such notice to be in accordance with section 309 of the Act).

92. Any notice or document to be sent or supplied to a member of the National Executive in connection with the taking of decisions by members of the National Executive may also be sent or supplied by the means by which that member of the National Executive has asked to be sent or supplied with such notices or documents for the time being.

93. A member of the National Executive may agree with CAMRA that notices or documents sent to that member of the National Executive in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

**INDEMNITY**

94. Subject to the provisions of the Act but without prejudice to any indemnity to which a member of the National Executive may otherwise be entitled, every member of the National Executive or other officer or the Auditors of CAMRA shall be indemnified out of the assets of CAMRA against any liability incurred by them in defending any

proceedings, whether civil or criminal, in which judgment is given in their favour, or in which they are acquitted, or in connection with any application in which relief is granted to them by the court from liability from negligence, default, breach of duty or breach of trust in relation to the affairs of CAMRA.