

No: 3212160

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM
and
ARTICLES OF ASSOCIATION
of
EUROPEAN COUNCIL OF OPTOMETRY AND OPTICS
Incorporated 14th June 1996
Amended 15 May 2010

No: 3212160

**THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE IN CAPITAL**

**MEMORANDUM OF ASSOCIATION
OF
EUROPEAN COUNCIL OF OPTOMETRY AND OPTICS
(Amended by Special Resolution passed on 15 May 2010)**

1. The name of the Company is "EUROPEAN COUNCIL OF OPTOMETRY AND OPTICS".
2. The registered office of the Company ("ECO") will be situated in England and Wales. ECO's headquarters may be wherever ECO decides.
3. ECO is established for the following objects:-
 - (a) To promote high standards of professional education and professional service to the public within Europe in the context of the professions of optometry and optics; for the purposes of this Memorandum of Association, the professions of optometry and optics which are free and independent are defined as those groups of persons engaged as individuals, either on their own account or in an employed capacity, in the provision of vision care; "vision care" shall mean the detection and correction of the functionally inadequate visual system, the prescribing of appropriate optical appliances, the fitting and dispensing of such appliances, and such other functions as are expressly or implicitly permitted by law, regulation or custom and practice.
 - (b) To act as a representative body on behalf of the optometric and optical professions' representative organisations and associations within Europe on all matters involving the application of European Community Treaties and European Community Law to those professions. ECO shall not act in relation to the affairs of the professions of optometry and optics in any state within Europe otherwise than with the consent of the national organisations within that state who are members of ECO.
 - (c) To co-ordinate the views, policies and activities of the members of ECO in their common dealings with the institutions of the European Union, European Economic Area and other European and international organisations.
 - (d) To constitute the forum within which the members of ECO may consult and work together.
 - (e) To further the achievement of the objectives of the Treaty of Rome and other European treaties consequent upon it, in their application to the professions of optometry and optics.
 - (f) To represent its members in their dealings with other organisations in the professions of optometry and optics and with other authorities and third parties.
 - (g) To study and promote the study of all questions affecting the professions of optometry and optics in Europe and to develop solutions designed to co-ordinate and harmonise the practice of these professions.
 - (h) To protect and further the social and professional interests and responsibilities of the professions of optometry and optics in Europe.
4. In furtherance of the foregoing objects, but not further of otherwise, ECO shall have the following powers:

- (1)** to cause to be created, collected, recorded, reproduced, broadcast, and/or disseminated, gratuitously or otherwise, information and material of every nature and by all types of media: to foster and undertake research into any aspect of the objects of ECOO and its work; and to hold seminars and courses either alone or with others;
- (2)** to carry on any trade or business whatsoever and to do all such things as are incidental or conducive thereto with a view to the furtherance of the objects of ECOO;
- (3)** to co-operate with companies, associations, voluntary bodies, charities, and statutory authorities operating in furtherance of the objects or similar purposes and to exchange information and advice with them and to make contributions to them in money, property or other assets;
- (4)** to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal estate, maintain and alter any of the same as are necessary or convenient for any of the objects of ECOO and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- (5)** to raise funds and to invite and receive contributions and subscriptions, to issue appeals, to organise publicity and to take such other steps as may be required or desirable for the purpose of raising funds for ECOO;
- (6)** to take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of ECOO, and to carry out any such special trust;
- (7)** to draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- (8)** to borrow or raise money for the objects of ECOO and (with such consents as are required by law) to secure its repayment in every case on such terms as may be thought fit;
- (9)** to invest the moneys of ECOO not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as in this Memorandum of Association provided;
- (10)** to establish and/or support any trust, association or body (charitable or benevolent or otherwise) and to donate or subscribe or guarantee money or moneys' worth for purposes calculated to further the objects of ECOO;
- (11)** to insure and arrange insurance cover for and to indemnify its Directors, officers, servants and voluntary workers and its members from and against all such risks incurred in the course of the performance or purported performance of their work or duties as may be thought fit including (without prejudice to the generality of the foregoing) negligence, tort, default, breach of trust or other failing and any such under any other jurisdiction;
- (12)** subject to the provisions of Clause 5 hereof, to employ and remunerate such staff as are necessary or convenient to supervise, organise, carry on the work of and advise ECOO and for the proper pursuit of the objects of ECOO and to pay reasonable annual or other sums or premiums for or towards the provision of pensions, life assurance and otherwise for officers or servants for the time being of ECOO or their dependants;
- (13)** to amalgamate with any company, institution, society or association which has objects altogether or mainly similar to those of ECOO and prohibits the payment of any dividend or profit to and the distribution of any of its assets amongst its members at least to the same extent as such payments or distributions are prohibited in the case of members of ECOO by this Memorandum of Association;
- (14)** to insure against such risks as the Directors consider prudent;
- (15)** to pay out of the funds of ECOO the costs, charges and expenses of and incidental to the formation and registration of ECOO; and
- (16)** to do all such other lawful things as shall further the above objects or any of them.

5. The income and property of ECOO shall be applied solely towards the promotion of its objects as set forth in this Memorandum of Association and no part thereof shall be paid or transferred, directly or indirectly, by the way of dividend, bonus, or otherwise howsoever by way of profit, to members of ECOO provided that nothing herein shall be deemed to prevent any payment or transfer in good faith by ECOO:-
 - (a) Of remuneration or reimbursement of expenses to a Director; or
 - (b) Pursuant to transactions or arrangements in which a Director may be interested, in any such case in (a) or (b), only as may be permitted by the Articles of Association of ECOO; or
 - (c) Pursuant to Clause 4 or Clause 8 of this Memorandum of Association.
6. The liability of the members is limited.
7. Every member of ECOO (by which is meant every national organisation admitted to membership upon incorporation or subsequently pursuant to the Articles of Association of ECOO) undertakes to contribute such amount as may be required (not exceeding £10) to the assets of ECOO, if ECOO should be wound up while it is a member, or within one year after it ceases to be a member, for payment of the debts and liabilities of ECOO contracted before it ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.
8. If upon the winding up or dissolution of ECOO there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of ECOO, but shall be given or transferred to some other body having objects similar to the objects of ECOO, or to another body the objects of which are the promotion of charity and anything incidental or conducive thereto (whether or not the body is a member of ECOO) chosen by the members of ECOO by resolution at or before the time of dissolution.

No: 3212160

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**ARTICLES OF ASSOCIATION
OF
EUROPEAN COUNCIL OF OPTOMETRY AND OPTICS
(Amended by Special Resolution passed on 15 May 2010)**

INTERPRETATION, DEFINITIONS and TITLES

1. In these Articles:

“The Act” means the Companies Act 2006 including any statutory supplementation, modification or re-enactment thereof for the time being in force.

“ECOO” means the Company.

“Europe” means the area of the countries in membership of one or more of the following organisations: European Union, European Economic Area, Council of Europe, European Broadcasting Union, and Union of European Football Associations.

“General Assembly” means a General Meeting and “Annual General Assembly” and

“Extraordinary General Assembly” and “assembly” shall be construed accordingly.

“Member” means an organisation which becomes a member pursuant to Articles 3 to 10 (inclusive).

“The seal” means the common seal of the Company.

“Secretary” means any person appointed to perform the duties of the secretary of the Company.

“The United Kingdom” means the United Kingdom of Great Britain and Northern Ireland.

The professions of optometry and optics which are free and independent are defined as those groups of persons engaged as individuals, either on their own account or in an employed capacity, in the provision of Vision Care.

“Vision Care” shall mean the detection and correction of the functionally inadequate visual system, the prescribing of appropriate optical appliances, the fitting and dispensing of such appliances, and other such functions as are expressly or implicitly permitted by law, regulation or custom and practice.

ECOO recognises that the professions of Optometry and Optics use different titles in different countries. ECOO recognises the titles of the professions of Optometry and Optics as those legal and customary titles of the professions in each member country.

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

Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.

The Interpretation Act 1978 shall apply hereto as it does to an Act of Parliament.

OBJECTS

2. ECOO is established for the objects expressed in the Memorandum of Association.

MEMBERS AND OBSERVERS

3. The number of members of ECOO is unlimited.
4. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership shall be members of ECOO.
5. Any person who wishes to become a member shall deliver to the Secretary General of ECOO an application for membership in such form as the Directors require. If and when the Secretary General is satisfied that the application is valid and in order, it shall be submitted to a General Assembly for approval and for the final decision to admit the applicant to be a member of ECOO.
6. In view of the representative nature of ECOO, the only persons who qualify to be members of ECOO are organisations in the different countries of Europe, whether having separate legal personality or not, which are representative (directly or indirectly) of the whole or some significant part of the professions of optometry and/or optics in their own countries. In the case of any disagreement, a decision as to whether an organisation does or does not qualify for membership shall be referred to a General Assembly which shall decide the matter by ordinary resolution. Any organisation qualified to be a member may apply to be a member and shall be admitted unless in the opinion of a General Assembly, which shall decide the matter by ordinary resolution, there is a good reason not to admit that organisation.
7. Unless the Directors or a General Assembly shall make other provision pursuant to the powers contained in Article 86 (relating to Rules) the Directors may in their absolute discretion permit any member of ECOO to retire, provided that after such retirement the number of members is not less than three. A General Assembly shall have the right for good and sufficient reason to terminate the membership of any member, provided that the member concerned shall have a right to be heard before a final decision is made. A member shall cease to be a member if its subscription is unpaid as specified in Article 53.
8. For the purposes, and as the only way, of exercising the rights attached to membership of ECOO, a single National Delegation of not more than three persons shall be appointed by the members situated in each country. Each such National Delegation shall be appointed by discussion and agreement between the members situated in each country. Such National Delegations shall not be members of ECOO in their own right, but shall represent the members separately and in aggregate in each country as described in these Articles.
9. Observers from member countries will be permitted to attend assemblies, subject to their being approved by their National Delegation and to the payment of meeting charges and, upon the invitation of the President, meetings of the Executive Committee. Observers may only speak at such assemblies or meetings with the permission of the President and may not vote thereat.
10. ECOO acting by the General Assembly may admit to affiliated membership European and international organisations having an affinity with, or interest in, optometry and optics. Affiliated

organisations may speak at General Assemblies but may not vote and shall not be members of ECOO.

GENERAL ASSEMBLIES

11. ECOO shall each year hold a General Assembly as its Annual General Assembly in addition to any other assemblies in that year, and shall specify the assembly as such in the notices calling it. The Annual General Assembly shall be held at such time and place as the Directors shall appoint. All General Assemblies other than Annual General Assemblies shall be called Extraordinary General Assemblies.
12. The Directors or the President or the Secretary General may, whenever they or he shall think fit, convene an Extraordinary General Assembly, and Extraordinary General Assemblies shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by the Act.

NOTICE OF GENERAL ASSEMBLIES

13. A General Assembly shall be called by at least 30 clear days' notice in writing except that an assembly called to consider a resolution to amend these Articles shall be called by at least 60 clear 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 of the assembly and shall specify the place, the day and the hour of the assembly and, in case of special business, the general nature of that business and shall be given, in the manner hereinafter mentioned, to such persons as are, under the Articles of ECOO, entitled to receive such notices from ECOO; provided that an assembly of ECOO shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:
 - (a) in the case of the Annual General Assembly, by all the National Delegations entitled to attend and vote; and
 - (b) in the case of any other assembly, by a majority of the National Delegations having a right to attend and vote at the assembly, being a majority together representing not less than 95% of the total voting rights at that assembly of all the National Delegations.
14. The accidental omission to give notice of an assembly to, or the non-receipt of notice of an assembly by, any person entitled to receive notice shall not invalidate the proceedings at the assembly.

PROCEEDINGS AT GENERAL ASSEMBLIES

15. The business to be transacted at an Annual General Assembly shall include the consideration of the accounts, balance sheets, and the reports of the Directors and auditors, the election of Directors in the place of those retiring (if any) and the appointment of, and the fixing of the remuneration of, the auditors.
16. No business shall, save to the limited extent set out below, be transacted at any General Assembly unless a quorum is present at the time when the assembly proceeds to business; one half (rounded down if need to be to the nearest whole number) of the number of National Delegations entitled to be present shall be a quorum. If within one hour from the time appointed for the assembly a quorum is not present, the President may proceed to consider the business of the assembly, provided that no decision taken at such an assembly shall have effect unless or until ratified by a majority of the National Delegations either by post or by vote at a subsequent General Assembly.
17. The President shall chair every General Assembly of ECOO, or if the President is not available, or if he shall not be present within fifteen minutes after the time appointed for the holding of the assembly, or is unwilling to act, the Directors present shall elect one of their number to chair the

assembly. If at any assembly no Director is willing to act as chairman, or if no Director is present within fifteen minutes after the time appointed for holding the assembly, the National Delegations present shall choose one of the National Delegates to chair the assembly.

18. A Director shall, notwithstanding that he is not a member, be entitled to attend and speak at any General Assembly.
19. The chairman may, with the consent of any assembly at which a quorum is present (and shall if so directed by the assembly), adjourn the assembly from time to time and from place to place, but no other business shall be transacted at any adjourned assembly other than the business left unfinished at the assembly from which the adjournment took place. When an assembly is adjourned for thirty days or more, notice of the adjourned assembly shall be given as in the case of an original assembly. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned assembly.
20. At any General Assembly a resolution put to the vote of the assembly shall be decided on a show of hands (the head of the delegation voting for each National Delegation) unless a poll is (before or on the declaration of the result of the show of hands) demanded by the chairman or by at least two National Delegations present and having the right to vote at the assembly.
21. Unless a poll is 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, and an entry to that effect in the minutes of proceedings of ECOO 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.
22. The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman; 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.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the assembly shall be entitled to a casting vote except in relation to any election to the offices of President, President-elect, Secretary General and Treasurer or where other than a simple majority is required.
24. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the chairman of the assembly directs, and any business other than that upon which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the assembly at which the poll was demanded. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the assembly at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken. A poll may be taken by the way of postal ballot, notice of the ballot being given to all National Delegates with votes being cast by post by National Delegations only.
25. Subject to the provisions of the Act, a resolution in writing agreed to by the required majority of eligible members shall be as valid and effective as if it had been passed at a General Assembly of ECOO duly convened and held.

VOTES

26. Every National Delegation (acting on behalf of the members it represents) present (by one or more of their number) at an assembly shall have on a show of hands one vote and on a poll every such National Delegation so present shall have one vote.
27. Each National Delegation shall at a General Assembly cast its vote (or abstain from voting) through its head of delegation.
28. A Special Resolution shall be required in respect of the following matters:
 - (a) To the extent required by law, to amend these Articles;
 - (b) To adopt and/or make any material amendment of the budget of ECOO mentioned in Article 52.

29. If a resolution (by whatever majority) is to be the subject of external publication or communication (including to members of ECOO) any National Delegation which did not vote in favour of the resolution may in writing in sufficient time require that its opinion or reasoned abstention, not exceeding a reasonable length, be published or communicated at the same time in the same manner as the resolution itself.
30. ECOO and its members and officers and National Delegations shall not be concerned as to the validity of the appointment, and continued appointment, of any one or more persons to be members of a National Delegation or to be head of delegation and any invalidity or failure in any such respect shall not affect the validity of any vote cast or action taken by such person or by such National Delegation prior to such invalidity or failure being discovered.
31. No objection shall be raised to the qualification of any voter except at the assembly or adjourned assembly at which the vote objected to is tendered, and every vote not disallowed at the assembly shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

DIRECTORS

32. The maximum number of Directors shall be determined by ECOO in General Assembly, but unless and until so fixed there shall be no maximum number. The minimum number of Directors shall be three.
33. The Directors shall be paid all reasonable expenses properly incurred by them in attending and returning from meetings of the Directors or General Assemblies of ECOO or in connection with the business of ECOO.

DIRECTORS AND OTHER OFFICERS

34. President

There shall be a President to be elected (and who may be removed) by ECOO in General Assembly, who shall have been a member of a National Delegation for at least two years. The President shall chair General Assemblies and may represent ECOO in its dealings with third parties. The President shall be elected for a single term of two years and shall not be eligible for re-election.

35. President-elect

There shall be a President-elect to be elected (and who may be removed) by ECOO in General Assembly. The President-elect shall chair General Assemblies in the absence of the President and shall perform such other functions as may be assigned to him by ECOO or may be delegated to him by the President. If the office of President is vacated for any cause, the President-elect may be appointed by a General Assembly to act as President for the unexpired balance of the President's term. The President-elect shall be elected for two years and at the end of that period shall be elected President unless a General Assembly resolves otherwise.

36. Secretary General

There shall be a Secretary General, to be elected (and who may be removed) by ECOO in General Assembly. The Secretary General shall be elected for a term of three years, unless otherwise resolved by ECOO in General Assembly and shall be eligible for re-election. The Secretary General shall be responsible for the administration of ECOO's affairs, the organisation of meetings and the preparation of minutes. The Secretary General shall have authority over any staff. The Secretary General shall be assisted by an administrative secretariat, the costs of which will be a legitimate charge on the funds of ECOO. The Secretary General may be paid such remuneration and reimbursement of expenses for official duties as may be agreed by the General Assembly upon the recommendation of the Executive Committee. The Secretary General shall be appointed Secretary of ECOO for the purposes of the Act.

37. Immediate Past President

The President, upon retiring or ceasing to hold office, shall assume the office of Immediate Past President to the exclusion of the previous holder of such office.

38. Treasurer

There shall be a Treasurer to be elected (and who may be removed) by ECOO in General Assembly. The Treasurer shall be elected for a term of two years and shall be eligible for re-election.

39. Generally

The President, President-elect, Secretary General and the Treasurer shall not, whilst in office, be or act as a member of a National Delegation.

40. All elections of the foregoing officers shall be by way of secret written ballot, the electorate being the National Delegations.

EXECUTIVE COMMITTEE

41. There shall be an Executive Committee composed of the following:

The President

The President-elect

The Secretary General

The Treasurer

The Immediate Past President

The Chairman of such other committees as the General Assembly shall resolve

Such other persons as the Executive Committee may co-opt from time to time.

42. The Chairman of any other committee established by ECOO in General Assembly pursuant to Article 45, and any other person invited by the President, may be invited to attend one or more meetings of the Executive Committee as and when the latter thinks it appropriate.

43. The Executive Committee shall report to General Assemblies.

44. The members of the Executive Committee (but not those attending merely by invitation) shall be the Directors of ECOO for the purposes of the Act and when acting in such capacity they alone shall constitute a meeting of the directors and may vote thereat, notwithstanding the presence of others. A person shall upon ceasing to be an office-holder listed in Article 41 ipso facto cease to be a Director.

OTHER COMMITTEES

45. ECOO in General Assembly may establish other committees with such persons as members and such terms of reference and procedure as it may think fit, but not:

- (a)** so as to be in conflict with these Articles or the rights and duties of the Executive Committee and its members; or
- (b)** able to take executive action without the approval of the General Assembly.

The committees shall report to General Assemblies.

46. Committee chairmen shall be elected (and may be removed) by ECOO in General Assembly. The election shall be for a period of two years (subject to prior removal) and they shall be eligible for re-election.

47. Each committee shall appoint a rapporteur, for a period of two years, who shall be eligible for re-appointment. Each committee may nevertheless remove a rapporteur for what they consider to be good reason.

OTHER ACTIVITIES

48. ECOO acting by the Executive Committee or General Assembly may from time to time establish special commissions or working parties for the purpose of carrying out particular studies or other functions and shall provide for their organisation and regulation.
49. ECOO may participate in the work of any other body with objects or interests which coincide with or complement its own.
50. The language of communication within ECOO shall be decided by the General Assembly (save for documents required by English Company Law which shall be in English).

FINANCE AND SUBSCRIPTIONS

51. ECOO shall be financed from annual subscriptions paid by members and affiliated members. The members may make arrangements for their subscriptions to be paid to ECOO through their National Delegations. Additional sources of finance may be from the proceeds of such activities as may be carried on from time to time and from investments, loans, grants or endowments.
52. Acting upon the advice of the Treasurer and the Secretary General, who jointly shall submit annually a draft budget of income and expenditure, the General Assembly shall in each year adopt a budget and fix the amount of the annual subscriptions. The annual subscriptions shall be fixed according to a method proposed by the Directors.
53. If a member shall not have paid its subscription by the due date, the National Delegation which represents it (either alone or with other members from the same country) shall not be entitled to vote at General Assemblies or upon a postal vote or ballot whilst the subscription remains so unpaid. If a member shall not have paid its subscription by a further date set by the General Assembly the member shall cease to be a member and the vote shall be restored in the case of a National Delegation continuing to represent one or more other members from the same country.

BORROWING POWERS

54. The Directors may exercise all the powers of ECOO 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 ECOO or of any third party.

POWERS AND DUTIES OF THE DIRECTORS

55. The business of ECOO shall be managed by the Directors who may exercise all such powers of ECOO as are not required to be exercised by ECOO in General Assembly subject nevertheless to any such requirement which may be imposed by the Act or by these Articles or by any regulation made by ECOO in General Assembly not being inconsistent with such statutes or these Articles; but no such regulation shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.
56. In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under these Articles and under the law, the Directors shall have the following powers, namely:

- (a) to expend the funds of ECOO in such manner as they shall consider most beneficial for the achievement of the objects of ECOO and to invest in the name of ECOO such part of its funds as they may see fit and to direct the sale or transposition of any such investments and to expand the proceeds of any such sale in furtherance of the objects of ECOO; and
 - (b) to enter into contracts and deeds on behalf of ECOO.
- 57. All cheques and other negotiable instruments, and all receipts for moneys paid to ECOO, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Directors shall from time to time determine (but so that not less than two Directors shall be required to sign cheques and orders for the payment of money).
- 58. The Directors shall cause minutes to be made:
 - (a) of all appointments of officers made by the Directors;
 - (b) of the names of the Directors present at each meeting of the Directors and of committees or sub-committees of the Directors; and
 - (c) of all resolutions and proceedings at all meetings of ECOO, and of the Directors.

DISQUALIFICATION OF DIRECTORS

- 59. The office of Director shall be vacated if the Director:
 - (a) becomes bankrupt or makes any arrangement or composition with his/her creditors generally;
 - (b) becomes prohibited from being a Director by reason of any order made under the Company Directors Disqualification Act 1986 or any replacement thereof;
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
 - (d) resigns his office by written notice to ECOO;
 - (e) is directly or indirectly interested in any contract with ECOO and fails to declare the nature of this interest as required by section 182 of the Act; or
 - (f) is removed from office by a resolution duly passed pursuant to Section 168 of the Act;

and upon ceasing for any reason to be a Director, the Director shall cease to hold office as President, President-elect, Secretary General, Treasurer, Immediate Past President or chairman of the committees mentioned in Article 41 (as the case may be).

APPOINTMENT OF DIRECTORS

- 60. Directors shall not retire by rotation save as set out in these Articles.
- 61. ECOO may by ordinary resolution, of which special notice has been given in accordance with Section 168 of the Act, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between ECOO and such Director. ECOO may by ordinary resolution appoint another person in place of a Director removed under this Article.

DIRECTORS' APPOINTMENTS AND INTERESTS

- 62. Except to the extent permitted by Clause 5 of the Memorandum of Association or by these Articles, no Director shall take or hold any interest in property belonging to ECOO or receive remuneration or be interested otherwise than as a Director in any other contract to which ECOO is a party.

63. Subject to the provisions of the Act, and whether he has or has not made disclosure to the Directors of the nature and extent of any material interest of his, a Director shall not vote or be counted in a quorum at any meeting where he has an interest in the subject matter to be discussed or resolved.
64. A Director shall, in accordance with the Act, disclose the nature of his interest in a contract or proposed contract with ECOO at a meeting of the Directors.

PROCEEDINGS OF THE DIRECTORS

65. The Directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall, save as elsewhere set out in these Articles, have a second or casting vote. A Director may, and the secretary on the request of a Director shall, at any time summon a meeting of the Directors.
66. The quorum necessary for the transaction of the business of the Directors may be fixed by the Directors and unless so fixed shall be 3 and a meeting of the Directors at which a quorum is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of ECOO for the time being vested in the Directors generally. A Director may not vote (and may not count in any quorum) in respect of any contract in which he is interested or any matter arising thereout and if he does so vote his vote shall not be counted.
67. The Directors 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 ECOO as the necessary quorum, the Directors may act for the purpose of summoning a General Assembly of ECOO, but for no other purpose.
68. The Directors may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Directors present may choose one of their number to chair the meeting.
69. The Directors may delegate any of their powers to committees or subcommittees consisting of such Directors as they think fit but so that their quorum shall not be less than one more than one half of the number of members of the committee or sub-committee concerned or such other quorum as the Directors may decide; any committee or sub-committee so formed shall conform to any regulations that may be imposed on it by the Directors and shall report all acts and proceedings to the Directors fully and as soon as is reasonably practicable.
70. A committee or sub-committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to chair the meeting.
71. A committee or sub-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.
72. All acts done by any meeting of the Directors or of a committee or subcommittee, or by any person acting as a Director, shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and were qualified to be a Director.
73. A resolution in writing, signed by all the directors entitled to received notice of a meeting of the Directors, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held, and may consist of several documents in like form each signed by one or more Directors.
74. Unless the Directors by resolution generally or in a particular case otherwise decide, a Director who expects to be absent from a meeting of the Directors or of a committee or sub-committee

may nominate a person to attend the meeting as an observer but having no right to vote or, unless invited by the chairman, to speak.

SECRETARY

75. Subject to the provisions of the Act, the secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as the Directors may think fit; and any secretary so appointed may be removed by the Directors.
76. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a Director and the secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in place of, the secretary.

THE SEAL

77. The Directors shall provide for the safe custody of the seal (if any), which shall only be used by the authority of the Directors or of a sub-committee authorised by the Directors in that behalf; and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the secretary or by a second director or by some other person appointed by the Directors for the purpose.

ACCOUNTS

78. The Directors shall cause accounting records to be kept in accordance with the Act.
79. The accounting records shall be kept at the registered office of ECOO or, subject to the Act, as such other place or places as the Directors think fit and shall always be open to inspection by the Directors of ECOO.
80. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of ECOO or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or document of ECOO except as conferred by statute or authorised by the Directors or by the General Assembly.
81. The Directors shall from time to time in accordance with the Act cause to be prepared and to be laid before the General Assembly such profit and loss accounts, balance sheets, group accounts (if any) and other accounts and reports as are referred to in the Act.
82. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the General Assembly together with a copy of the auditors' report and the Directors' report, shall not less than twenty one days before the date of the assembly be sent to every member of ECOO.

AUDITOR

83. An auditor or auditors shall be appointed and his or their duties regulated in accordance with the Act.

NOTICES

84. A notice may be given by ECOO to any member either personally or by service on the National Delegation which represents it or by sending it by post to it or such National Delegation to its or their registered address or electronically to its or their last known e-mail address. Proof that an electronic communication was sent or that an envelope containing a notice was properly prepared, addressed and posted shall be conclusive evidence that the notice was given. A notice shall, unless the contrary is proved, be deemed to be given (in the case of UK addresses) at the expiry of 24 hours after the envelope containing it was posted, if posted first class, otherwise upon the expiry of 48 hours thereafter; and in the case of overseas addresses it shall be deemed to be given at the expiry of 7 days after the day on which the envelope containing the same was posted. Service on such persons shall also be permitted by any other courier or delivery service,

in which case service shall be effective upon the day of actual delivery. Notices given electronically shall be deemed to be given 24 hours after they were sent.

- 85.** Notice of every General Assembly shall be given in any manner herein before authorised to:
- (a)** every National Delegation (on behalf of members)
 - (b)** each Director; and
 - (c)** the auditor for the time being of ECOO.

A member present (by National Delegation) at any assembly of ECOO shall be deemed to have received due notice of the assembly and, where necessary, of the purposes for which it was called.

RULES

- 86.** The Directors may from time to time make such Rules as they may deem necessary or convenient for the proper conduct and management of ECOO and for the purpose of prescribing classes of and conditions of membership, and, in particular, but without prejudice to the generality of the foregoing, they may by such Rules regulate:
- (a)** the conduct of members of ECOO in relation to one another, and to ECOO employees;
 - (b)** the procedure at General Assemblies and meetings of the Directors and committees and sub-committees in so far as such procedure is not regulated by these Articles; and
 - (c)** generally, all such matters as are commonly the subject matter of rules for a company of the nature of ECOO.
- 87.** The General Assembly shall have power to alter or repeal the Rules and to make additions to them and the Directors shall adopt such means as they deem sufficient to bring to the notice of members of ECOO and National Delegations all such Rules, which, so long as they shall be in force, shall be binding on all members of ECOO and National Delegations. Provided nevertheless that no Rule shall be inconsistent with, or shall affect, or repeal anything contained in the Memorandum or Articles of Association of ECOO and in the event of any such inconsistency the Memorandum or Articles of Association shall prevail.