

No: 2157656

The Companies Acts 1985 to 2006

Company limited by guarantee

ARTICLES OF ASSOCIATION

OF

MAJOR PROJECTS ASSOCIATION

(adopted by Special Resolution passed 27th November 2017)

GENERAL

1. In these Presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

<u>WORDS</u>	<u>MEANING</u>
1985 Act	the Companies Act 1985
2006 Act	the Companies Act 2006
Acts	1985 Act and 2006 Act
these Presents	Articles of Association, and the regulations of the Company from time to time in force
Company	the above named Company
Board	the Board of Directors for the time being of the Company
Directors	Non-Executive Directors and the Executive Directors for the time being of the Company
Office	the registered office of the Company
Seal	the common seal of the Company.
United Kingdom	Great Britain and Northern Ireland
Month	calendar month
Member	member of the Company

Member Director	any Director who is an officer or employee of a Member.
Writing	written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form.
Term	A First Term or a Subsequent Term

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

Words importing the masculine gender only shall include the feminine gender, words importing persons shall include corporations and reference to corporations shall include any unincorporated organisations.

Subject as aforesaid, any words or expressions defined in the Acts or any statutory modifications thereof in force at the date on which these Presents become binding on the Company shall, if not inconsistent with the subject or context, bear the same meanings in these Presents.

2. a. Membership of the Company shall only be open to organisations with, in the opinion of the Board, a substantial experience relevant to the management and realization of major projects provided always that, in deciding whether to admit a prospective Member, the Board shall consider both the need to keep the membership small enough to retain its pioneering character and the need for balance between the sectors represented.
- b. The provisions of section 352 of the 1985 Act shall be observed by the Company and every Member shall either sign a written consent on becoming a Member or sign the register of Members on becoming a Member.
3. The Company is established for the purposes expressed in the Memorandum of Association.

GENERAL MEETINGS

4. The Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as may be determined by the Board and shall specify the meeting as such in the notices calling it, provided that every annual general meeting except the first shall be held not more than fifteen months after the holding of the last preceding annual general meeting.
5. All general meetings, other than annual general meetings, shall be called extraordinary general meetings.
6. The Board 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 provided by sections 303 and 304 of the 2006 Act.
7. At least fourteen days' notice in writing of every general meeting specifying the place, the day and the hour of the meeting, and in the case of special business the general

nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these Presents or under the Acts entitled to receive such notices from the Company, but with the consent of all the Members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Acts in the case of meetings other than annual general meetings, a meeting may be convened on such notice as those Members think fit.

8. The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceeding had, at any meeting.

PROCEEDINGS AT GENERAL MEETINGS

9. All business that is transacted at an extraordinary general meeting, shall be deemed special business as shall all business that is transacted at an annual general meeting with the exception of the consideration of the income and expenditure account and balance sheet, the reports of the Board and of the auditors, the election of Directors in the place of those retiring, and the appointment of, and the fixing of the remuneration, of the auditors.
10. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided 15 Members present in person, or by their representatives or proxies shall be a quorum.
11. If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time, and place, or at such other place as the Board may determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
12. The chairman of the Board shall preside as chairman at every general meeting, but if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the Members present shall choose a Director, or if no Director be present, or if all the Directors present decline to take the chair, then the Members shall choose one of their number to preside,
13. The chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.
14. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands of those Members present in person or by their representatives or proxies and a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, as a result of a show of hands, and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

15. In the case of an equality of votes, the chairman of the meeting shall be entitled to a second or casting vote.

VOTES OF MEMBERS

16. Subject as hereinafter provided, every Member shall have one vote.
17. Save as herein expressly provided, no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of its membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another Member, at any general meeting.
18. A Member present by proxy may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by section 323 of the 2006 Act. A proxy need not be a Member. A Member other than a corporation shall nominate an executive officer to represent it at general meetings.
19. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any and, if none, then under the hand of some officer duly authorised in that behalf.
20. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office not less than forty eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
21. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.
22. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

"We, [Name]
of [Address]
a Member of the Major Projects Association
hereby appoint [Name]
of [Address]
and failing them, [Name]
of [Address]
to vote for

us and on our behalf at the (annual or extraordinary, or adjourned, as the case may be) general meeting of the Company to be held on the day of and at every adjournment thereof.

As witness the hand of a duly authorised officer of [Name] this day of ."

MEMBERS OBLIGATIONS

23. Members' obligations shall include:
- a. sharing with other Members a distillation of their experience in the furtherance of the objectives of the Company;
 - b. participating in preparing a major case study or topic presentation from time to time;
 - c. being represented regularly at senior level at seminars and workshops and to contribute significantly to their success;
 - d. respecting the confidentiality of the proceedings and documents of the Company;
 - e. nominating one senior executive and at least one alternate to receive all papers and to act as its representative both for the purposes of general meetings and for election to the Board.

MEMBERS' RIGHTS

24. In addition to voting rights, members' rights shall include:
- a. the right to be invited to all conferences of the Company;
 - b. the rights to receive the official proceedings of all seminars and workshops, the results of the Company's research and all Company publications;
 - c. access to the Company's library and - subject to any special rules of confidentiality placed on any particular material - to the Company's archives as and when these are established;
 - d. participation in other Company activities such as special lectures and project visits.

BOARD OF DIRECTORS

25. Until otherwise determined by a general meeting, the maximum number of Directors shall be between ten and fourteen of which one shall be the "Executive Director" and the remainder shall be Non-Executive Directors - to be appointed in accordance with Article 26b. The majority of the Non-Executive Directors from time to time in office shall comprise Member Directors.
26. a. The Board may from time to time and at any time appoint any Member or representative of such Member to the Board, either to fill a casual vacancy or by way of addition to the Board, provided that the prescribed maximum be not thereby exceeded. Any Member or representative of such Member so appointed shall retain office only until the next annual general meeting, but shall then be eligible for re-election.
- b. The Board shall from time to time elect an Executive Director at their discretion, and may determine for what period he is to hold office.

POWERS OF THE BOARD

27. The business of the Company shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Company as they think fit, and may exercise all such powers of the company, and do on behalf of the Company all such acts as may be exercised and done by the company, and as are not by statute or by these Presents required to be exercised or done by the Company in general meeting, subject nevertheless to any regulations of these Presents, to the provisions of the statutes for the time being in force and affecting the Company, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Company in general meeting, but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.
28. The Directors for the time being may act notwithstanding any vacancy in their body; provided always that in case the Directors shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these Presents, it shall be lawful for them to act as the Board for the purpose of admitting persons to Membership of the Company, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

SECRETARY

29. The secretary shall be appointed by the Board for such time, at such remuneration and upon such conditions as they may think fit, and any secretary so appointed may be removed by them. The provisions of sections 283 and 284 of the 1985 Act shall apply and be observed. The Board may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

THE SEAL

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

DISQUALIFICATION OF DIRECTORS

31. The office of Director shall be vacated:
- a. if a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - b. if he becomes of unsound mind;
 - c. if by notice in writing to the Company he resigns his office;
 - d. if he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986;
 - e. if he is removed from office by a resolution duly passed pursuant to section

ROTATION OF DIRECTORS

32. The Directors are not subject to retirement by rotation other than as provided by these Presents.
33. At every annual general meeting each Non-Executive Director whose First Term or Subsequent Term shall expire at the conclusion of such annual general meeting shall retire from office; but if there is only one Non-Executive Director he shall not retire.
34. The Company may, subject to Regulation 36, at the meeting at which a Non-Executive Director retires in the manner aforesaid, fill up the vacated office by electing any person thereto, including the retiring Non-Executive Director and in default the retiring Non-Executive Director shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such Director shall have been put to the meeting and lost.
35. The duration of appointment of each Non-Executive Director shall be as follows:
- The first appointment shall be for a term ("First Term") expiring at the conclusion of the third annual general meeting after the first occasion on which he or she was appointed as a Director at an annual general meeting.
- A Non-Executive Director may, if willing, be appointed for a second or third term ("Subsequent Term") expiring at the conclusion of the third annual general meeting following the expiry of the previous Term.
36. No person not being a Non-Executive Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to the Board at any general meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the secretary notice in writing, by some Member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
37. In addition and without prejudice to the provisions of section 168 of the 2006 Act, the Company may by extraordinary resolution remove any Director before the expiration of his period of office, and may by an extraordinary resolution appoint another Director in his stead; but any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD

38. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined, six shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote.

39. A Director may, and on the request of a Director the secretary shall, at any time, summon a meeting of the Board by notice served upon the other Directors at their registered addresses in the United Kingdom.
40. The Board may from time to time appoint as chairman either one of their number, or at their discretion any other person (not necessarily being a Member) but whose appointment in either case must be recommended to the Company in general meeting for its approval, the chairman shall be entitled to preside at all meetings of the Board at which he shall be present, but if at any meeting the chairman be not present and willing to preside within five minutes after the time appointed for holding the meeting the Directors present shall choose one of their number to be chairman of that meeting. The chairman shall hold office until he resigns, retires or until he is removed from his position by the Board.
41. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Company for the time being vested in the Board generally.
42. The Board may delegate any of their powers to committees consisting of such Director or Directors as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provision of these Presents for regulating the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board.
43. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a Director, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Director.
44. The Board shall cause proper minutes to be made of all appointments of officers made by the Board and of the proceedings of all meetings of the Company and of the Board and of committees of the Board, and all business transacted at such meetings as recorded in the minutes of such meetings, 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 therein stated.
45. A resolution in writing signed by all the Directors for the time being of the Board or of any committee of the Board who are entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board or of such committee duly convened and constituted.

ACCOUNTS

46. The Board shall cause accounting records to be kept by the Company in accordance with sections 221 and 222 of the 1985 Act.
47. The accounting records shall be kept at the Office, or, subject to section 222(1) and (2) of the 1985 Act, at such other place, or places as the Board may think fit, and shall always be open to the inspection of the Directors.

48. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company 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 to inspect any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
49. At the annual general meeting in every year the Board shall lay before the Company a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Company) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the auditors, and copies of such account, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 240 of the 1985 Act, be sent to the auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be open to inspection and be read before the meeting.

AUDIT

50. Once at least in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
51. Auditors shall be appointed and their duties regulated in accordance with sections 236, 237, 241, 262 and 384 to 394 of the 1985 Act and section 485 (1) of the 2006 Act with the Directors being treated as mentioned in those provisions.

NOTICES

52. A notice may be served by the Company upon any Member, either personally or by sending it through the post in a first class prepaid letter, addressed to such Member at his registered address as appearing in the register of Members.
53. Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Company an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Acts, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Company.
54. Any notice, if served by post, shall be deemed to have been served on the second day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

DISTRIBUTIONS AND PROFITS

55. The Company shall not be entitled to make any distributions as defined by section 263 of the 1985 Act to its Members and any profits (if any) or other income shall be

applied in the promotion of the Company's objects.

ANNUAL FEES

56. The Board shall by reference to the accounting records of the Company set annual membership fees which each Member shall be required to pay to the Company within 30 days of being so requested to enable the company to carry on its business and if such Membership fee is not forthcoming within that period then the Member concerned shall at the discretion of the Board be deemed to have ceased to be a member of the Company.

WINDING UP

57. The provisions of paragraph 6 of the Memorandum of Association of the Company relating to the winding-up and dissolution of the Company shall have effect as if the same were repeated in these Articles of Association.¹

INDEMNITY

58. Subject to the provisions of the Act (as defined in section 744 of the 1985 Act), but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer of the Company (other than any person (whether an officer or not) engaged by the Company as auditor) shall be indemnified out of the assets of the Company against any liability incurred by him for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, provided that this article shall be deemed not to provide for, or entitle any such person to, indemnification to the extent that it would cause this article, or any element of it, to be treated as void under the Act.

¹ This article 57 was adopted by a Special Resolution passed on 24th November 2008.