

THE COMPANIES ACT 1985

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A
CAPITAL DIVIDED INTO SHARES**

**NEW
ARTICLES OF ASSOCIATION
(adopted by Special Resolution passed on 9 May 2002)**

of

**PUBLIC RELATIONS AND COMMUNICATIONS ASSOCIATION
LIMITED**

PRELIMINARY

1. The Regulations contained in the Articles of Association set out in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) and as further amended by the Companies Act 1985 (Electronic Communications) Order 2000 (SI 2000 No. 3373) (such Table being hereinafter called “Table A”) shall apply to the Company save in so far as they are excluded or varied by the Articles of Association set out in Table C in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the said SI 1985 No. 1052 and the said SI 2000 No. 3373 and save as excluded or varied hereby and such Regulations (save as so excluded or varied) and the Articles hereinafter contained shall be the Articles of Association of the Association.

GENERAL

2. In these Articles the words standing in the first column below in this Article shall bear the meaning set opposite to them respectively in the second column hereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Principal Act	..	The Companies Act, 1985 but so that any reference in these Articles to any provision of the Principal Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
These presents	..	These Articles of Association.
The Association	..	Public Relations Consultants Association Limited.
The Board	..	The Board of Management for the time being of the Association.
The Office	..	The registered office of the Association.
The Seal	..	The common seal of the Association.
The United Kingdom	..	The United Kingdom of Great Britain and Northern Ireland
Month	..	Calendar Month

In writing .. Written, printed, lithographed or electronic communication or partly one and partly another, and other modes of representing or reproducing words in a visible form.

Standing Committee Standing Committees of the Board, including but not limited to: Professional Practices Committee and Nominations Committee.

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, and

Words importing persons shall include corporations and partnerships.

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

3. For the purpose of registration, the number of members of the Association was declared to be unlimited.

4. The provisions of section 352 of the Principal Act shall be observed by the Association and every member of the Association shall either cause a written consent to be signed on its behalf to become a member or cause the register of members to be signed on its behalf on becoming a member.

5. The Association is established for the purposes expressed in the Memorandum of Association.

MEMBERSHIP

6. The subscribers to the Memorandum of Association and such other bodies as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be members of the Association and any member of the Association shall be entitled to term themselves "Registered Public Relations Consultants".

7. The Board shall in accordance with the bye-laws of the Association for the time being in force admit to the status of member of the Association such partnerships or companies engaged in consultancy practice in the profession of public relations as they may from time to time think fit.

8. (A) Any partnership or company wishing to be admitted to membership of the Association must sign and deliver to the Association an application form framed in such form as the Board shall require, and admission to membership shall not in any case be effective until

payment of the required subscription. The form of application must be signed by two directors or partners for the time being (as the case may be).

(B) Every member of the Association shall deliver to the Association annually on request a declaration framed in such form as the Board shall require containing such information concerning fee income, clients, employees and consultants of the member as the Board shall require which declaration shall comprise part of the Register to be maintained by the Association.

9. Admission to membership shall be made by the Board which may in its absolute discretion refuse to admit any applicant to membership without assigning any reason or ground for its refusal. The Board shall vote upon each name submitted to it and acceptance to membership shall be made by a majority of not less than two-thirds of the members of the Board present.

10. Every member shall on admission (or, in the case of subscribers to the Memorandum of Association on the incorporation of the Company) and annually on request pay to the funds of the Association an annual subscription based on annual fee income for the preceding year at such rates as may from time to time be determined by the Board provided always that the Board may in its absolute discretion waive the subscription payable by any member either generally or in any particular case and for any circumstances. For the purposes of this Article annual fee income shall mean the member's fees or income arising from time spent on carrying out public relations consultancy work plus any mark up and any handling charges or profits made on disbursements or expenses.

11. A member shall cease to be a member in any of the following circumstances:-

(A) If, after written application has been made to it, its annual subscription remains payable and unpaid for more than six months after the due date or if after written application the required declaration referred to in Article 8(B) and the information required therein has not been received by the Association within six months of the due date.

(B) If, by writing lodged at or sent to the office it resigns from membership. Such notice of resignation must be received by the Secretary not later than the 31st December in the then current subscription year for members joining before April 1st 2009; and not later than the final day in the then current subscription year for members joining after this date, otherwise the subscription becoming due for the following subscription year shall be payable. Such notice in the case of a partnership or company must be signed by the majority of the members for the time being of the firm or board of the body corporate.

(C) If the member is removed from membership by a resolution passed by a majority of not less than two-thirds of the Board present at a meeting of the Board specially convened for the purpose of considering such resolution, provided that no such resolution shall be effective unless a reasonable opportunity shall have been afforded to the member to authorize a representative to attend and speak on its behalf at such meeting and provided also that such resolution shall not be immediately effective if by notice in writing served on the Association within thirty days of the notification to the member of the passing of such resolution the member

shall require such resolution to be submitted to a General Meeting of the Association and in that event, the said resolution shall only take effect when and if confirmed by such General Meeting. At any such General Meeting a reasonable opportunity shall be afforded to such representative to attend and speak on behalf of such member.

12. The rights of a member shall cease upon its winding up or dissolution, provided that a change in the membership of a firm shall not, ipso facto, be deemed to involve dissolution or a transfer of the rights of membership.

ASSOCIATES

13 (A) The Board shall in accordance with the bye-laws of the Association for the time being in force admit to the status of associates of the Association such individuals, partnerships or companies engaged in the profession of public relations as they may from time to time think fit and such other individuals, partnerships, companies or other organizations carrying on business allied to the profession of public relations as they may from time to time in their absolute discretion think fit to be associates of the Association.

Such associates will be admitted upon such terms and subscription rates as shall from time to time be decided by the Board in their absolute discretion.

(B) Associates may receive publications of the Association on such terms and to such extent as the bye-laws of the Association for the time being in force may provide.

(C) Nothing in these presents or in the said bye-laws shall be construed as meaning that any associate is a member of the Association.

DISCIPLINARY POWERS

14. The Board shall be empowered to warn, admonish, reprimand, suspend or terminate the membership of any member who commits an act or conducts itself in such a manner that the Board shall deem it to have acted in breach of any rule of the Memorandum of Association and these Articles as well as of the Association's Professional Charter or any other regulation made by the Board under the provisions of these Articles.

15. Any complaint against a member must be submitted in writing to the Secretary and before being considered by the Board be placed before a Professional Practices Committee to be dealt with in the manner set out in the Complaints and Arbitration Procedure as prescribed by the Board.

16. Any suspension or termination of membership under these Articles may at any time be revoked or modified by the Board subject to such terms and conditions as the Board shall think fit by a resolution passed at a meeting of the Board specially convened with notice of the object of the meeting at which meeting the quorum shall be two-thirds of the membership of the Board and for which resolution not less than three-fourths of those present shall vote.

GENERAL MEETINGS

17. The Association shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding such meeting.

18. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.

19. The Board may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default may be convened by such requisitionists, as provided by section 368 of the Principal Act, provided that a requisition purporting to be signed by or on behalf of partnership members shall not be deemed to be validly signed on its behalf unless signed by a majority of the partners in the firm for the time being.

20. Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution and fourteen days' notice in writing at the least of every other General Meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of 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 Auditors) as are under these presents or under the Principal Act entitled to receive such notices from the Association; but with the consent of all the members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Statutes in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members think fit.

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

PROCEEDINGS AT GENERAL MEETINGS

22. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and the Auditors, the election of members of the Board in the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors.

23. 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 ten per cent of the total membership personally present shall be a quorum. A partnership member or a company member shall be deemed personally present by its representative.

24. 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 upon the requisition of the 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 Board 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 present shall be a quorum.

25. The Chairman or failing him the Vice-Chairman (if any) of the Board shall preside as Chairman at every General Meeting, but if there be no such Chairman or Vice-Chairman, or if at any meeting neither of them shall be present within fifteen minutes after the time appointed for holding the same, or be willing to preside, the members present shall choose some member of the Board, or if no such member be present, or if all the members of the Board present decline to take the chair, they shall choose a representative of a member of the Association who shall be present to preside.

26. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn a 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.

27. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or by at least three members present in person or by proxy or by a member or members so present and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded a declaration by the 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, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

28. Subject to the provisions of Article 29, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

29. No poll shall be demanded on the election of a Chairman of a meeting or on any question of adjournment.

30. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.

31. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

hereof who in the case of additional members of the Board shall be elected by simple majority of the members of the Association attending and entitled to vote at a General Meeting in accordance with Articles 32 to 35.

(B) In addition to those persons, the Chair of the Public Affairs Board will automatically have a place on the Board. Changes and amendments to clause 36(B) require majority support from the two constituent bodies: the Public Affairs Board Executive Committee, and the PRCA Board.

(C) The honorary officers of the Association shall be appointed by the Board from among the members of the Board and shall consist of the Chairman, the Chairman elect, the Vice-Chairman during the year there is no Chairman elect, the Treasurer and, where they are members of the Board, the Chairmen of the Standing Committees of the Board. The Chairman shall hold office for two years, the Chairman elect shall hold office for one year and during his year of office shall also serve as Vice-Chairman, the Vice-Chairman (who previously held office as Chairman) shall hold office for one year and the Treasurer and each Standing Committee Chairman shall hold office for two years but a Standing Committee Chairman may be re-appointed by the Board for a second two year term only. Save for the Chairman whose appointment to that position shall commence on the close of the Annual General Meeting of the Association at which the appointment of his predecessor expires, the appointment of a member of the Board to become an honorary officer shall take place at the first meeting of the Board at which the post becomes vacant after the Annual General Meeting of the Association: Provided that if any such officer shall cease for any reason to be a member of the Board he shall automatically relinquish his office as an honorary officer of the Association. The office of Chairman may not be held by the Treasurer, Director General, or the Deputy Director General. The Chairman elect, if still a member of the Board at the time the post of Chairman becomes vacant, shall be appointed Chairman and the Chairman on his retirement from that post if still a member of the Board shall be appointed Vice-Chairman. The Chair of the Public Affairs Board is an officer of the Board,

37. In the event of a casual vacancy among the said honorary officers or in the Board, the Board may appoint a person who is eligible to be a member of the Board pursuant to Article 38 to the office or as a member of the Board. Such an appointment shall be for the remainder of the relevant term of office of the member who caused the casual vacancy.

38. (A) With the exception of the Director General, and at the discretion of the Board the Deputy Director General, no person who is not a partner of a partnership member or a director of a company member of the Association and who is not engaged in the capacity of a public relations consultant shall in any circumstances be eligible to be a member of the Board.

(B) Not more than one partner of each partnership member or one director of each company member shall be a member of the Board at any one time.

(C) Where by operation of the proviso to Article 36(B) or of Article 38(A) or 38(B) an honorary officer or member of the Board would otherwise cease to be such an officer or member

of the Board in consequence of his ineligibility under this Article 38(A) or 38(B) the Board shall be empowered by a majority of not less than 75% of its members to resolve that he remain such an honorary officer or member until the normal expiration of his period of office in the case of an honorary officer or until the expiration of his term of Board membership in the case of a member of the Board provided always that he remains in public relations consultancy. Notwithstanding the foregoing, the Director General shall cease to be a member of the Board simultaneously upon his ceasing to be Director General.

(D) Candidates for election to the Board must have provided such qualifying service as is deemed acceptable by the Nominations Committee.

POWERS OF THE BOARD OF MANAGEMENT

39. (A) The business of the Association shall be managed by the Board who may exercise all such powers of the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association, and as are not by statute or by these presents required to be exercised or done by the Association in General Meeting, subject to the provisions of the Principal Act, the Memorandum of Association and these Articles and to any directions given by special resolution but no alteration of the Memorandum of Association or these Articles and no such direction shall invalidate any prior act of the Board which would have been valid if such alteration had not been made or that direction had not been given. The powers given by this Article 39 shall not be limited by any special power given to the Board by these Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

(B) The Board may establish local sections and overseas branches of the Association and make or approve regulations for their composition and proceedings.

(C) Subject as hereinafter provided the Board shall have power to make regulations on all matters, not provided for in these presents and to do all such things as it may deem necessary for attaining the objects of the Association, provided that no such regulations shall have effect to the extent that it is inconsistent with these presents. All regulations shall be made available for inspection by members within thirty days of being adopted. The Board may alter or revoke any regulation and will make available for inspection by the members any resolution altering or revoking any regulation. Notwithstanding the power conferred by this Article the Association by Special Resolution may alter or revoke any regulation without prejudice to any act or thing already done pursuant thereto.

(D) Without prejudice to the generality of the powers hereinafter conferred on the Board, the Board may by resolution from time to time, make, vary and repeal bye-laws being not inconsistent with the Association's Memorandum of Association, these presents, the Principal Act or any regulations made by the Association in General Meeting, with respect to the following matters:-

(i) The required qualifications for admission as a member, an Associate, a

business affiliate or some other category of alliance to the Association that the Board decides should be made available to third parties for the benefit of both themselves and the Association.

- (ii) The admission of members, Associates, business affiliates or bodies in some other category of alliance to the Association and the events upon which any body shall cease to be a member, an Associate, a business affiliate or some other category of alliance to the Association.
- (iii) The subscriptions to be paid by members, Associates, business affiliates and bodies in some other category of alliance to the Association.
- (iv) The rights, privileges and obligations of members, Associates, business affiliates and bodies in some other category of alliance to the Association.
- (v) Such other matters as the Board shall from time to time decide is of benefit to the Association, its management and its members, Associates, business affiliates and bodies in some other category of alliance to the Association.

Provided that any bye-laws for the time being in force shall be available for inspection at its Annual General Meeting in each year.

40. The members for the time being of the Board may act notwithstanding any vacancy in their body: Provided always that in case the members of the Board shall at any time be or be reduced in number to less than eight (excluding the Director General) it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a General Meeting but not for any other purpose.

41. The Board may exercise all the powers of the Association to borrow money and may give such security therefore as it shall think fit.

SECRETARY AND DIRECTOR GENERAL

42. The Board may at any time and from time to time appoint a remunerated Secretary at such remuneration and on such conditions as they may think fit, and any Secretary so appointed may be removed by the Board. Such Secretary shall act and perform the functions of a Secretary as provided in sections 283 and 284 of the Principal Act.

The Board may at any time and from time to time appoint the Secretary to hold the office of Director General simultaneously at such remuneration and on such conditions as they may think fit and to whom they may delegate such of their powers as they consider desirable to be exercised by him. Any such delegation may be made subject to any conditions the members of the Board may impose and either collaterally with or to exclusion of their own powers and may be revoked or altered. The Director General shall simultaneously with his appointment be appointed a member of the Board. Such appointment as Director General shall be subject to confirmation by

simple majority vote of those members of the Association attending and entitled to vote at the next Annual General Meeting following the Secretary's appointment as Director General. The Director General shall not be subject to retirement by rotation as a member of the Board.

THE SEAL

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

DISQUALIFICATION OF MEMBERS OF THE BOARD

44. The office of a member of the Board 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 he ceases to be eligible in accordance with Article 38.

(D) If by notice in writing to the Association he resigns his office.

(E) If he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986.

(F) If he is removed from office by a resolution duly passed pursuant to section 303 of the Principal Act.

45. No member of the Board shall vacate or be required to vacate his office as a member of the Board on or by reason of his attaining or having attained the age of seventy or any other age, and any member of the Board retiring or liable to retire under the provisions of these presents and any person proposed to be appointed a member of the Board shall be capable of being reappointed or appointed, as the case may be, as a member of the Board notwithstanding that at the time of such re-appointment or appointment he has attained the age of seventy and no special notice need be given of any resolution for the re-appointment or appointment or approving the appointment as a member of the Board of a person who shall have attained the age of seventy, and it shall not be necessary to give to the members notice of the age of any member of the Board or person proposed to be re-appointed as such.

ROTATION OF MEMBERS OF THE BOARD

46. At the Annual General Meeting to be held in every year, one-third of the members of the

Board for the time being who are not honorary officers, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office

47. The members of the Board to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Board shall be eligible for re-election provided that if such member has not attended at least two-thirds of the Board Meetings held during the period since his last election or appointment such member shall require the prior approval of the Board before he can stand for re-election immediately following his retirement.

48. Subject to Article 49 the Association may, at the Annual General Meeting at which a member of the Board retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member 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 member shall have been put to the meeting and lost.

49. No person not being a member of the Board retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to membership of 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 at least two members of the Association fully qualified to be present and vote at the meeting for which such notice is given of their 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 date when the notice is served or deemed to be served and the day appointed for the meeting, there shall not be less than three nor more than fourteen intervening days.

50. The Association may from time to time in General Meeting increase or reduce the number of elected members of the Board and determine in what rotation such increased or reduced numbers shall go out of office, and may make the appointments necessary for effecting any such increase.

51. In addition, and without prejudice to the provisions of section 303 of the Principal Act, the Association may by Extraordinary Resolution remove any member of the Board before the expiration of his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD

52. 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, four shall be a quorum. Save where otherwise provided in these Articles, 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.

53. A member of the Board may, and on the request of a member of the Board the Secretary shall, at any time summon a meeting of the Board by notice served upon the several members of the Board. A member of the Board who is absent from the United Kingdom shall not be entitled to notice of a meeting.

54. The Chairman shall be entitled to preside at all meetings of the Board at which he shall be present, and failing him the vice Chairman, but if there be no such Chairman or Vice-Chairman, or if at any meeting neither of them shall be present within five minutes after the time appointed for holding the meeting or be willing to preside, the members of the Board present shall choose one of their number to be Chairman of the meeting.

55. The 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 Association for the time being vested in the Board generally.

56. The Board may delegate any of their powers to Standing Committees consisting of such persons as they think fit, and any Committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such Standing Committee shall be governed by the provisions 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 as aforesaid. Provided always that no resolution passed at a meeting of a Standing Committee shall be of any effect or validity unless either a majority of the members of the Standing Committee present at the meeting are members of the Association or of the Board or the resolution is confirmed by the Board. The Board shall appoint a Chairman of each Standing Committee from amongst the members of the Board, or by a majority of not less than 75% of its members from any other member of the Association, and may remove any person as a Chairman of a Standing Committee at any time.

57. All acts bona fide done by any meeting of the Board or of any Standing Committee of the Board, or by any person acting as a member of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office 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 or had duly continued in office and was qualified to be a member of the Board.

58. 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 Association and of the Board and of the Standing Committees of the Board, and all business transacted at such meetings, and any

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.

59. A resolution in writing signed by all members for the time being of the Board or of any Standing Committee of the Board who are duly 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.

PROFESSIONAL PRACTICES COMMITTEE

60(A). The Board shall constitute a Professional Practices Committee consisting of such members of the Association as shall be selected and appointed by the Board to serve on the Professional Practices Committee from time to time and each appointment shall continue until the Board determines it by not less than three months' notice or the member resigns or ceases to be a member of the Association.

The Professional Practices Committee shall make recommendations to the Board on all matters concerning clause 3(B) of the Memorandum of Association including the contents of the Association's Professional Charter, Health Public Relations and Communications Code of Conduct, and their Arbitration and Disciplinary Procedures and any amendments to either of them and shall deal with such other business as may be referred to it in accordance with these presents and by the Board.

60(B). Complaints arising from the Public Affairs Code shall be addressed through the rules and procedures set out in the Public Affairs Code. Changes and amendments to the Public Affairs Code and its Complaints, Determination, and Disciplinary Rules and Procedures require majority support from the two constituent bodies: the Public Affairs Board Executive Committee, and the PRCA Board. Clause 60(B) itself is subject to that same rule and therefore amendment requires majority support from the two constituent bodies: the Public Affairs Board Executive Committee, and the PRCA Board

61. It shall also be the duty of the Professional Practices Committee promptly to investigate any complaint properly brought before them against a member under the Association's Complaints and Arbitration Procedure or the Memorandum and Articles of Association.

The Committee will recommend to the Board sanctions on the member concerned where serious breaches of the Professional Charter, the Memorandum and Articles of Association, regulations or bye-laws of the Association have been proven. The Committee is empowered to impose sanctions (short of suspension or termination of membership) on the members concerned where minor breaches of the Professional Charter or Memorandum and Articles of Association, regulations or bye-laws of the Association have been proven, including, but not necessarily limited to warnings, admonishments or reprimands which subject to Board approval being first obtained, may be published.

ACCOUNTS

62. The Board shall cause proper books of account to be kept with respect to-

(A) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place;

(B) all sales and purchases of goods by the Association; and

(C) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of affairs of the Association and to explain its transactions.

63. The books of account shall be kept at the Office, or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the members of the Board.

64. The Association in General Meeting may from time to time impose reasonable restrictions as to the time and manner of the inspection by the members, other than the members of the Board, of the accounts and books of the Association, or any of them, and subject to such restrictions the accounts and books of the Association shall be open to the inspection of such members at all reasonable times during business hours.

65. At the Annual General Meeting in every year the Board shall lay before the Association a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine 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 or to accompany the same shall not less than twenty-one clear days before the date of the meeting be sent to the Auditors and to all other persons entitled to receive notices of General Meetings 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 Association in general meeting.

AUDIT

66. Once at least in every year the accounts of the Association 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.

67. Auditors shall be appointed and their duties regulated in accordance with the Principal Act, the members of the Board being treated as the directors mentioned in those sections.

NOTICES

68. A notice may be served by the Association upon any partnership member either by serving the same personally on any partner in the firm or by sending the same through the post in a prepaid letter addressed to the partnership at its registered address as appearing in the register of members or by electronic communication to an address for the time being notified for that purpose. A notice may be served on a company member either by sending the same through the post in a prepaid letter addressed to such member at its registered office or any other address appearing in the register of members in respect of such member or by electronic communication to an address for the time being notified for that purpose.

69. Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon it or an address to which notices may be sent using electronic communications, shall be entitled to have notices served upon it at such address, but otherwise no such member shall be entitled to receive any notice from the Association .

70. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in 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 first class letter.

WINDING UP

71. The provisions of clause 7 of the Memorandum of Association shall effect as if the same were repeated in these presents.