Bye Laws of

The Association for Renewable Energy and Clean Technology

(Trading as Renewable Energy Association)

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1 BYE LAWS

1.1 The Bye Laws are those referred to in the Articles to apply to the conduct of the affairs of the Association.

1.2 The Bye Laws may be amended from time to time by the Directors.

1.3 The latest version of the Bye Laws shall be published on the Association's Website.

1.4 In the event of any conflict between the Articles and these Bye Laws, the Bye Laws shall take precedence.

2 DEFINITIONS

2.1 In this document, including the foregoing, these terms shall have the following meaning:

Affiliated Association	Any Organisation that is affiliated to the Association with the approval of the Board
AGM	an Annual General Meeting of the Association
Articles	the articles of association of the Association
Association	The Association for Renewable Energy and Clean Technology trading as Renewable Energy Association
Board	the board of the Association comprising the Directors of the Association as elected or appointed from time to time
Business Plan	the business plan of the Association prepared annually by the Executive and the CEO and approved by the Board
Bye Laws	this document and any adopted updated versions thereof
CEO	the Chief Executive officer of the Association, as appointed from time to time by the Board
Chairperson	the Chairperson of the Board and the Association, as elected from time to time in accordance with clause 13.18 of these Bye Laws
Directors	the Elected Directors, the Policy Board Chairperson and the CEO
Elected Director	a Member Non-Executive Director or an Independent Non-Executive Director
Election Process	the method for electing Directors detailed in clause 13 hereof
the Executive	those persons employed or retained by the Association in an executive capacity from time to time
Head Office	the primary operating location of the Association shown on the Website

IndependentNon-Executive Directors	the non-executive directors of the Company appointed pursuant to clause 13.8 hereof who may or may not be authorised representatives of Members of the Association
Individual	a person acting in their private capacity
Member	any Individual or Organisation accepted into the membership of the Association under the provisions of the Bye Laws
Member Non-Executive Directors	the non-executive directors of the Company appointed pursuant to clause 13.1 hereof who must be authorised representatives of Members.
Membership Category	a grade of membership of the Association established in accordance with clause 4.1 hereof
Membership Category Page	the Website entry detailing each Membership Category, its fee level and any particular rights applicable as set out at the Association's Website.
Membership Year	the twelve-month period commencing on 1st of the month, or such other date as the Board may from time to time designate, and any anniversary thereafter.
Ordinary Resolution	a resolution of the Voting Members of the Association passed; • on a show of hands at a general meeting, by a simple majority of Members who, being entitled to vote, do so in person or by proxy; or • on a poll at a general meeting, by Members representing a simple majority of Members who, being entitled to vote, do so in person or by proxy; or • on a written resolution, by a simple majority of all Members entitled to vote
Organisation	any body constituted to operate as an entity including, without limitation, companies, firms, partnerships, sole traders, academic institutions, charities, government and non-government agencies and not-for-profit organisations
Policy Board	the policy board of the Association constituted by these Bye Laws in accordance with clause 7 hereof
Policy Board Chairperson	the Chairperson of the Policy Board as elected from time to time in accordance with clause 7.11
Present	applies to a Member's attendance at a meeting when present in person, by an authorised representative, or by proxy, as prescribed in the Articles

REA Policies	the current primary policies of the Association as may be updated and issued from time to time at the Association's Website
Sectors	Means those activities and processes involved in: • the generation, production, storage, use and sale of renewable energy, and • organics recycling, in all their forms and including their supply chains and any services ancillary thereto
Member Forum	a sub-sector or forum of the Association constituted in accordance with clause 9.1 hereof
Member Forum Chairperson	the Chairperson of a Member Forum elected in accordance with clause 9.4 hereof
Member Forum Committee	the committee of a Member Forum elected in accordance with clause 9.4 hereof
Special Resolution	a resolution of the Voting Members of the Company passed: • on a show of hands at a general meeting, by a majority of at least 75% of the Voting Members who, being entitled to vote, do so in person or by proxy; or • on a poll at a general meeting, by Voting Members representing at least 75% of Members who, being entitled to vote, do so in person or by proxy; or • on a written resolution, by Voting Members representing at least 75% of all Members entitled to vote
Sub-committee or Working Group	any sub-committee or working group of, or established by, the Board in accordance with clause 8.1 hereof
Sub-committee or Working Group Chairperson	the person appointed as Chairperson of a Sub-committee or Working Group in accordance with clause 8.2 hereof
Voting Member	any Member within a Membership Category shown on the Membership Category Page as eligible to vote
Website	the presence of the Association on the world-wide-web.

2.2 Terms defined in the Articles will, unless the context requires otherwise, have the meaning defined within these Bye Laws.

3 MEMBERSHIP CRITERIA AND ADMISSIONS PROCEDURE

3.1 Membership of the Association shall be open to all Individuals and Organisations, which share the aims and objects of the Association as set out in Article 2 of its Articles and which agree to join the Association and to abide by the Bye Laws.

3.2 The Board or the Executive may produce such forms and procedures as may be considered necessary to enable prospective members to apply for membership.

3.3 The Board may authorise the Executive to process and accept membership applications from any Individual or Organisation with actual or planned involvement in, or where their objectives are aligned with, the Sectors and the Association.

3.4 Applications for membership from other Individuals and Organisations, may be considered by the Board, which may, in its absolute discretion, decide whether or not such applicants shall be admitted to membership.

3.5 All Members offering renewable energy equipment, systems or services to consumers, communities or other non-industrial customers shall be required to join an appropriate certified assurance scheme, if one is available to their sector, and to agree to abide by the terms and byelaws thereof.

3.6 The Board may agree to an Organisation becoming an Affiliated Association in accordance with such criteria as it may consider appropriate, provided such Organisation has actual or planned involvement in the Sectors or otherwise as set out in clause 3.3. Any fees payable by an Affiliated Association shall be established in accordance with clause 4.4.

3.7 Members may use the “member of the REA” logo on their website and any other marketing material. Individuals and Organisations who are not Members may not use any Association logo. On the termination of membership, all rights to use any Association logos and other such collateral granted as a right of membership shall cease and the Member in question shall confirm that they have complied with these requirements.

4 MEMBERSHIP CATEGORIES AND FEES

4.1 The Board may establish such categories of membership as they may consider appropriate, and may define the rights applicable to each Membership Category. All Members within the relevant voting Membership Categories shall have one vote per Member.

4.2 The rights and fees of each Membership Category are described on the Membership Category Page.

4.3 Where the Board proposes a change to any Membership Category, which will affect the voting rights of existing Members, such change shall be subject to approval by means of a Special Resolution of the Members.

4.4 The Board shall establish the fees and any joining fees applicable to each Membership Category and for Affiliated Associations.

4.5 The level of membership and joining fees may be updated from time to time but, in normal circumstances, no more frequently than once every year.

4.6 The fees for each Membership Year shall be payable within one month of the start of the Membership Year, or one month of the submission by the Association to the Member of the invoice for the membership fees, whichever is the later. Failure to do so will incur a surcharge to the annual fee to be determined by the Board.

4.7 The Executive may agree with Members provisions for deferred or staged payments, subject to the addition of reasonable service or interest costs as may be agreed.

4.8 Membership services may be suspended from any Member while outstanding membership fees or other payments to the Association are due and unpaid.

4.9 Interest may be charged at such level as the Board may decide on overdue amounts payable by Members to the Association.

5 TERMINATION OF MEMBERSHIP

5.1 Any Member may terminate membership of the Association by serving notice in writing to the Head Office no less than three months before the end of any Membership Year.

5.2 Upon serving notice, all outstanding amounts due to the Association become immediately payable in full.

5.3 The Board may serve notice for the termination of the membership of any Member in the event of:

a) Failure by the Member to adhere to the Bye Laws, where such failure has been notified to the Member by the Association, and not rectified by the Member within one month of notification;

b) Conduct by the Member considered by the Board to be grossly prejudicial to the interests of the Association.

5.4 Where notice is served by the Board pursuant to clause 5.3 above, the Member may appeal against the decision at a meeting of the Board or a Sub-Committee of the Board. Any such Sub-Committee shall comprise members of the Board and the Policy Board as shall be appropriate and with appropriate expertise. If any such appeal is successful, then the notice served by the Association shall become void. If such appeal is not pursued, or it is rejected, then the notice shall take immediate effect, in which case any outstanding fees due from the Member become immediately payable, save that the membership fees for the current year shall be reduced by one twelfth for each full unexpired month of the Membership Year.

6 THE BOARD OF DIRECTORS

6.1 The Association will be governed by the Board in accordance with the Articles.

6.2 The Board shall comprise not more than nine directors including the Elected Directors, the Policy Board Chairperson, the Renewable Energy Assurance Chairperson and the CEO.

6.3 The Elected Directors shall be elected for a nominal period of three years subject to the provisions of clause 6.5 below and clause 13.

6.4 No Member Forum Chairperson, other than the Policy Board Chairperson, shall be entitled to be a member of the Board.

6.5 At the time of each AGM, any Director who has served for more than thirty-three months since being so elected shall retire by rotation. Subject to the provisions of clause 13 hereof, such Directors shall be eligible for re-election if they so choose.

6.6 Election of the Directors by the Members, Bye Laws shall be conducted according to the Election Process.

6.7 The Board shall meet no less than four times per annum to consider the activities, membership and policies of the Association, to oversee the activities and decisions of the Policy Board, the activities of the Member Forums, Sub-committees, Working Groups and the Executive, to

consider the Business Plan and the accounts and to conduct such other business as they consider fit.

6.8 The quorum for the transaction of the business of the Directors shall be three, at least two of whom must be Member Non-Executive Directors.

6.9 The Board may conduct its meetings in person or through remote communications. Any meeting conducted remotely shall be subject to the same requirements for notice and recording of proceedings as meetings in person, and shall count towards the required total number of meetings in the year, as specified in paragraph 6.7 above provided always that the Board shall have at least 2 meetings in person each year.

6.10 The agendas for Board meetings shall be circulated to the Directors at least 48 hours in advance of such meetings.

6.11 Members may request for copies of the proceedings of all Board meetings which, except for minutes on matters identified by the Board as being necessarily confidential, shall be provided to the Members on such request.

7 THE POLICY BOARD

7.1 The Association, as confirmed by resolution of the Board, shall establish and operate a Policy Board to consider strategic policy issues and set high level priorities for the Association to encourage Members to deliver their sectors agenda and to encourage greater transparency and co-operation between Members.

7.2 Each Member Forum Chairperson, as elected from time to time, shall be a member of the Policy Board.

7.3 At the Board's discretion, each chairperson, or chief executive officer, of any Affiliated Association as may be designated or appointed by the Affiliated Association can be a member of the Policy Board.

7.4 The CEO, as appointed from time to time, shall be a member of the Policy Board.

7.5 The member(s) of the Executive heading up policy and public affairs as appointed from time to time by the Association shall be members of the Policy Board.

7.6 Any member of the Board and the Company Secretary may attend meetings of the Policy Board as an observer.

7.7 The Policy Board shall meet no less than six times per annum with no more than three calendar months passing between meetings. Participation by telephone at such meetings is permitted.

7.8 No business shall be transacted at any meeting of the Policy Board unless a quorum is present. A quorum shall be one member of the Executive and three-fifths of those entitled to attend and vote at a meeting of the Policy Board (such number to exclude any members of the Executive present). Proxies sent in advance to the Policy Board Chairperson shall be permitted.

7.9 It is intended that the Policy Board will operate by consensus, therefore no vote or resolution shall be voted upon or passed at a meeting of the Policy Board unless four-fifths of those entitled to attend and vote at a meeting of the Policy Board are present at the meeting, and in order for any vote or resolution to be passed, four-fifths of those in attendance at such meeting must vote in favour of the resolution.

7.10 If any vote or resolution is put to the Policy Board in accordance with the provisions of paragraph 7.9 above and is not passed, then the Policy Board Chairperson, in their absolute discretion, shall decide whether such matter should be considered and voted upon by the Board at the next meeting of the Board.

7.11 The members of the Policy Board shall elect the Policy Board Chairperson from amongst the population of current Member Forum Chairpersons, or any other Member who put themselves forward and such Chairperson must be a representative of a Member. The election process will be set at each election by the CEO. If the successful candidate is a current Member Forum Chairperson, they may elect to relinquish their position of Forum Chair, in which case the Forum will elect a new Chair.

7.12 The Policy Board Chairperson is entitled to a vote at Policy Board meetings, but shall not have a casting vote. The Policy Board Chairperson will serve for a one year term, which may be extended on an annual basis by the members of the Policy Board up to a maximum of five consecutive terms.

7.13 The member of the Executive heading up policy shall act as secretary of the Policy Board.

7.14 The draft agenda for meetings of the Policy Board will be proposed by the Executive. Policy Board members may propose additional items for the agenda to the Policy Board Chairperson at least 7 days in advance of the meeting. The Policy Board Chairperson will circulate the agenda to the Policy Board members at least 48 hours in advance of the relevant meeting.

7.15 In the event that the Policy Board Chairperson shall not be able to attend a meeting of the Policy Board, the members present at such meeting shall elect a Chairperson for such meeting from those members present.

7.16 The legal and reputational framework of the Policy Board shall comprise the following:

7.16.1 It is a core Association principle that staff and members will never denigrate other renewable, storage or organic waste management technologies;

7.16.2 upholding the good reputation of the Association which is important in order for it to deliver its purpose; to enable its members to maximise their contribution to the Sectors agenda, by growing and building commercially and environmentally sustainable businesses;

7.16.3 the Policy Board and Member Forums shall oversee the policy development work of the Executive ensuring it reflects the diverse needs of its members. The Association represents a wide range of members, from individuals to large commercial organisations and shall aim to take account of all the diverse interests in a fair and transparent manner.;

7.16.4 The Executive will not make private policy representations that are different from the publicly stated REA Policy view. If a Policy Board member is making a public statement outside their capacity as a Policy Board member, they must make this clear. Any public statement made by a Policy Board member in that capacity must reflect and support policy as agreed by the Policy Board;

7.16.5 the Association will never knowingly contravene any laws that apply to it. If the Executive becomes aware of a situation where it may have done so it will advise the Board and the relevant authority as soon as possible.

7.16.6 No decisions of the Policy Board shall be binding on any Affiliated Association.

7.17 The Policy Board shall be entitled to establish working groups to deal directly with policy themes and issues.

7.18 The Policy Board shall provide a report to each meeting of the Board.

8 SUB-COMMITTEES OF THE BOARD

8.1 The Board may designate such Sub-committees or Working Groups as it considers appropriate, to transact specific business or consider matters requiring more detailed attention.

8.2 The Board shall appoint the Chairperson of each Sub-committee or Working Group and may nominate additional participants as it sees fit. The Sub-committee or Working Group may appoint additional persons to the Sub-committee or Working Group, as may each Member Forum in accordance with clause 9.7 below.

8.3 Sub-committee or Working Group participants are not required to be Directors, though it will normally be appropriate if at least one Director is involved in each Sub-committee or Working Group, so that its activities may be reported to the Board.

8.4 The Board shall establish the remit for, and the deliverables required from, each Sub-committee and Working Group.

8.5 The Executive shall retain records of all currently constituted Sub-committees and Working Groups, together with the identity of the Sub-committee Chairperson or Working Group Chairperson and the outline remit for each and shall make such information available to members on request.

8.6 The Sub-committee Chairperson or Working Group Chairperson shall establish the modus operandi for the Sub-committee or Working Group (as appropriate) to support its required objectives.

9 MEMBER FORUMS OF THE ASSOCIATION

9.1 The Board shall consider any recommendation of the Policy Board for the creation of a new Member Forum and shall decide whether a new Member Forum should be established to enable the interests of the Sectors to be adequately represented, and shall also decide if a Member Forum should be disbanded or merged with another Member Forum.

9.2 The Executive shall retain records of all currently constituted Member Forums, together with the identity of the Member Forum Chairperson, Member Forum Committee (if any) and the sectors that each is intended to cover and shall make such information available to Members on request.

9.3 Any fees raised specifically in respect of membership of Member Forums are detailed on the Membership Category Page and may at the discretion of the Board or the Executive be made available to support the activities of the Member Forums.

9.4 The members of each Member Forum shall elect a Member Forum Chairperson and may, if they choose, elect a Member Forum Committee.

9.5 Member Forums may nominate an alternate member who may act in place of their Member Forum Chairperson at Policy Board meetings and on other matters when the Member Forum Chairperson is unavailable.

9.6 Where a Member Forum Chairperson retires, resigns or is not re-elected by the Member Forum, a replacement shall be elected by the Member Forum for appointment to the Policy Board.

9.7 Any Member Forum may nominate a participant to any sub-committee or working group created by the Policy Board.

9.8 Member Forums may adopt their own name and working practices and organise events of relevance to their sector. The Member Forums will meet as frequently as they deem appropriate.

9.9 Member Forums shall not commit the Association to expenditure from its central funds other than as agreed by the Board.

9.10 Member Forums may collaborate with other organisations outside the Association, and may co-opt individuals from outside the Association to participate in the Member Forum or serve on the Member Forum Committee.

9.11 Member Forums shall decide policy specific to their designated sector. The Member Forums shall keep the Policy Board informed of all policy or other key decisions which they make or are considering making. The Policy Board has the responsibility to ensure that such policies do not breach the legal and reputational framework as set out at clause 7.16.

9.12 The Member Forum Chairperson will seek to obtain a unanimous decision from all those entitled to vote on all key decisions of their respective Member Forum. If a unanimous vote cannot be obtained, the vote or resolution will be passed if four-fifths of those in attendance and entitled to vote, vote in favour of the resolution.

9.13 All minutes of any meeting of a Member Forum must be taken, approved by the Member Forum Chairperson and be circulated as soon as possible and no later than two weeks after the Member Forum meeting.

9.14 The Executive will provide the secretariat for the Member Forums, where required, and assistance in organising specific sectoral events. It will also handle membership administration, Government liaison, responses to consultations and all other matters applicable to the Sectors in general.

10 REGIONAL AND INTERNATIONAL ACTIVITIES AND ORGANISATION

10.1 The Board may establish such regional and international activities as it considers appropriate.

10.2 Such regional and international activities may be carried out within the resources of the Association, or by collaboration with other organisations.

10.3 Regional and international activities may be carried out according to the principles applied to the Member Forums and in particular those of clauses 9.4, 9.6 and 9.8 to 9.13 above (as would be amended to make them applicable to this instance).

11 RESPONSIBILITIES OF THE BOARD, THE POLICY BOARD AND THE EXECUTIVE

11.1 Subject to the provisions of the Articles, the Board shall be responsible for;

a) the establishment of the primary objectives of the Association and a high-level oversight of the Association;

b) the adoption of the annual budgets, the Business Plan and Membership fees;

c) the representation of the Association externally;

d) managing high level relationships with other trade associations;

e) the appointment of the members of the Executive and the CEO. Their respective remuneration shall be set by the Elected Directors; and

f) the approval of all expenditure beyond that adopted in the annual budget.

11.2 The Board delegates to the CEO those matters it considers appropriate and the authority to manage the activities of the Executive in carrying out the business of the Association, and the CEO shall report as regularly to the Board as the Board may reasonably require.

11.3 Subject to the provisions of the Articles, the Policy Board shall be responsible for:

a) determining and approving policy and establishing high level priorities for the Association to enable Members to deliver their Sectors agenda;

b) considering strategic policy issues beyond the day to day activities of the Association;

c) co-ordinating the expertise and establishing the common issues from the Association's membership to address business challenges, primarily from the UK political and regulatory landscape;

d) providing greater transparency and accountability as to how the Association represents the interests of its Members; and

e) encouraging co-operation between Member Forums so that individual lobbying efforts support the wider Sectors agenda.

12 ADDITIONAL SERVICES OF THE ASSOCIATION

12.1 In addition to such other services as the Board may from time to time direct, the Association may establish such other schemes and services and may establish such subsidiaries as might serve the Members or the broader Sectors community at large.

13 ELIGIBILITY, ELECTION AND VOTING RIGHTS OF DIRECTORS

13.1 On an ongoing basis, Member Non-Executive Directors shall be directly elected by the Members in accordance with the procedures set out in clauses 13.2 to 13.6 below at a general meeting of the Association (which may include the annual general meeting), such Member Non-Executive Directors to hold such position in accordance with the provisions of clauses 6.3 to 6.6 hereof.

13.2 The Board shall send a notice to all the Members inviting applications for the position of Member Non-Executive Director at least thirty clear days before date set for the general meeting at which any such election is to take place; specifying the number of positions of Member Non-Executive Director that are available, the role specification and eligibility criteria against which applications will be assessed and the time for applications to be received.

13.3 Any representative of a Voting Member can put themselves forward for election as a Member Non-Executive Director, provided such application for election is supported by at least 2 other Voting Members and complies with the other provision of this clause 13.

13.4 The application form to apply for election shall be sent out with the notice referred to at clause 13.2 above or shall be available from the Association on request of the Secretary or any of the Directors. All applications shall include the information set out in such form along with such other information as the applicant sees fit.

13.5 All such applications must be returned to the Association, sent for the attention of the Secretary, at least fourteen clear days before the date set for the general meeting at which any such election is to take place. Applications will be reviewed by the Board, or one of its committees, to check that the application eligibility criteria and specification sent with the call to members for nominations have been met. The Board, or one of its committees, will have the right to reject any application that does not meet eligibility criteria or specification.

13.6 The notice sent to all Members convening the general meeting at which any such election is to take place will include the details of all those persons who have applied for the position of Member Non-Executive Director, along with their supporting application form.

13.7 The Members shall be entitled to ask questions of all applicants who have applied for the position of Member Non-Executive Director at the general meeting when the election of the Member Non-Executive Directors takes place.

13.8 Not more than two Independent Non-Executive Directors shall be directly elected by the Members in accordance with clauses 13.9 to 13.11 below at a general meeting of the Association (which may include the annual general meeting), such Independent Non-Executive Directors to hold such position in accordance with the provisions of clauses 6.3 to 6.6 hereof.

13.9 The Board shall, after due consideration, put forward to the Members such nominations for the position of Independent Non-Executive Director as they see fit. The nominated Independent Non-Executive Director(s) must then be elected by the Members at a general meeting by an Ordinary Resolution for or against the appointment of the nominated individuals.

13.10 The nominations for the position of Independent Non-Executive Director shall be included in the notice sent to all Members convening the general meeting at which such any election is to take place, and shall include such information on the nominees as the Board and the Policy Board deem appropriate.

13.11 The Members shall be entitled to ask questions of all nominees who have been put forward for the position at the general meeting when such election of any Independent Non-Executive Director takes place.

13.12 Other than any Independent Non-Executive Director, the Policy Board Chairperson, the Renewable Energy Assurance Chairperson and the CEO, only authorised representatives of Members may serve as Directors.

13.13 All Elected Directors offering themselves for re-election to the Board shall confirm their nominations to the Executive or the Company Secretary no less than two months before the general meeting at which their re-election will be voted upon.

13.14 Any election under clause 13.1 or 13.8 above shall be treated as a separate election.

13.15 For each election described in 13.1 or 13.8 above or 13.17 below, the nominees shall be announced to the meeting and each Voting Member Present may cast, in accordance with the voting provisions in the Articles, as many votes as there are positions remaining to be filled.

13.16 If more nominations are received for any post than there are appointments to be made pursuant to the Articles and the Bye Laws, then the election shall be determined by the highest numbers of votes cast.

13.17 If any part of the election cannot be determined in accordance with clause 13.16 above because more than one candidate have an equal number of votes, then a new ballot shall be held to determine the election from between those candidates according to the provisions of clauses 13.15 and 13.16 above but if there is still an equal number of votes cast, the Chairperson shall have a deciding vote.

13.18 If there is no Chairperson of the Board and of the Association at the end of any general meeting at which a Non-Executive Director was appointed, as soon as is practical following such general meeting, the Board shall appoint any one of the Non-Executive Directors as Chairperson of the Board and of the Association to serve for a period of one year, after which the Chairperson must seek re-election from the Board or retire. The Policy Board Chairperson and the Chairperson of REAL may not serve also serve as Chairperson of the Board

13.19 A Non-Executive Director who has previously served as Chairperson shall not be precluded from further periods of office as Chairperson, provided that no Director shall serve as Chairperson for more than six consecutive periods.

13.20 In the event that an Elected Director resigns or ceases to be eligible to hold office, no replacement shall be appointed until there is a general meeting at which time an election shall be held to appoint a replacement. The Board shall use their reasonable endeavours to hold such general meeting to elect a replacement as soon as reasonably practicable after such Elected Director ceases to hold office.

13.21 The Policy Board Chairperson elected from time to time in accordance with clause 7.11 shall be a Director and on the Board.

13.22 The Renewable Energy Assurance Limited Chairperson shall be a Director and on the Board.

14 CONSENT MATTERS

14.1 The Voting Members and the Directors shall ensure that the Association shall not effect any of the matters set out in clauses 14.1.1 to 14.1.6 below without the consent in general meeting of 75% of the Voting Members in attendance or by proxy at such duly convened meeting:

14.1.1 ceasing to be a company limited by guarantee;

14.1.2 amending the Articles;

14.1.3 winding up the Association; and

14.1.4 amending clauses 4.3, 6, or 14 of these Bye Laws.