

BYE LAWS OF THE UK SHAREHOLDERS' ASSOCIATION LTD

Adopted by the Board of the United Kingdom Shareholders' Association Ltd., and last amended on 10th May 2006.

1. BYE LAWS

1.1. These Bye Laws have been introduced by the Board of the Company in accordance with Articles 13.0 to 13.3 of the Company's Articles of Association.

1.2. Where there is a conflict between any provisions of the Bye Laws and the Articles of Association, the Articles take precedence.

1.3. The Bye Laws may from time to time be amended by the Board, or by the Membership of the Company, in accordance with the above Articles.

2. BYE LAWS REGULATING THE GOVERNANCE OF BRANCHES (REGIONS)

Powers and Duties of the Board

2.1. Articles 18.1 to 18.2 give the Board powers to establish and govern Branches of Members, including Branches servicing members in particular geographical areas ("Regions"), which shall be governed in accordance with the Bye Laws.

2.2. The Board may

- * establish or unsuspend a Region;
- * disband or suspend a Region, on any reasonable grounds;
- * appoint a Chairman of a Region, on the establishment or unsuspension of that Region;
- * change or establish the boundaries of Regions, but only after consultation with any established Regions that are affected by these boundaries.

2.3. The Board is required to appoint a Director of the Board to maintain liaison with the established Regions, or, failing such an appointment, the UKSA Chairman is required to act as Regional Liaison Officer.

2.4. The Board shall seek to advise Regions of funding for the calendar year by the preceding 1st July.

2.5. The National Secretary, or some other Director of the Board, shall assign members to Regions, and may reassign members from one Region to another when the boundaries of Regions have been changed, but members shall have the right to request reassignment to any other Region.

Committees and General Meetings

2.6. Each Region shall have a Chairman.

2.7. Each Region that holds a bank account shall have a Treasurer.

2.8. Each Region shall hold an Annual General Meeting [AGM] at least every 18 months, to which all members of that Region shall be invited, to discuss the activities of the Region and to elect the Chairman and any other Officers and Members of the Region's Committee.

2.9. Each Region should adopt procedures for the conduct of the Region's AGM.

2.10. Following each Region's AGM, the Chairman of the Region should provide the Board with a report of the AGM and of all appointments agreed at the AGM.

2.11. The Committee of each Region may fill casual vacancies on the Committee by appointing Officers and Members to the Committee.

2.12. The Chairman of each Region shall report to the Board any appointments, resignations or other changes to the membership of the Region's Committee.

Bank Accounts

2.13. The Committee of each Region may establish bank accounts, with the prior approval of the Treasurer of the Company; all Regional bank accounts must be joint signatory (i.e. requiring at least two authorised signatories on each cheque), and must include the Chairman and Treasurer of the Company as authorised signatories.

2.14. In the event of a Region's disbandment, or during the suspension of a Region, the Chairman and Treasurer of the Company shall become sole signatories to any bank account established by the Region; in the case of disbandment, the funds in such an account may be transferred to the general account of the Company and may subsequently be used by the Company as it sees fit.

2.15. Copies of the records of any bank account established by a Region must be made available to the Board on request, normally once a year, for review and audit.

Conduct

2.16. The Committee of a Region may only spend Regional or Company funds in furtherance of the aims and objectives of the Company.

2.17. All members and officers of each Region's Committee must disclose to the Board any matters that might prejudice, affect or result in payments under insurance cover taken out by the Company.

2.18. Any member making statements on behalf of a Regional Committee should be aware that the Company and its Regions are not authorised to give investment or legal advice, should take account of the laws of libel and slander and should ensure at all times that they are clearly speaking for themselves or for their Region, and not for UKSA as a whole.

2.19. A Region must not act in a manner detrimental to the interests and reputation of UKSA.