

Company Number: 3824861

THE COMPANIES ACTS 1985 to 2006

CHARITABLE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

THE INTERNATIONAL CONTINENCE SOCIETY
(a registered charity in England and Wales no: 1074929)

As altered by Special Resolution dated 26 August 2010

1. INTERPRETATION

1.1 In these Articles:

“the Act” means the Companies Act 1985 and “the 2006 Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;

“the Articles” means these Articles of Association of the Charity;

“the Charity” means the company intended to be regulated by these Articles;

“Clear Days” in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

“communication” means the same as in the Electronic Communications Act 2000;

“electronic communication” has the meaning as set out in the Electronic Communications Act 2000;

“executed” includes any mode of execution;

“the Members” means the Members of the Charity as defined in article 2.1 and “Member” and “Members” have corresponding meanings;

“the Memorandum” means the Memorandum of Association of the Charity;

“the Office” means the registered office of the Charity;

“the Seal” means the common seal of the Charity if it has one;

“the Secretary” means the secretary of the Charity (being a post separate from that of General Secretary) or any other person appointed to perform the duties of the secretary of the Charity, including a joint, assistant or deputy secretary; and

“the Trustees” means the directors of the Charity who shall be its directors for the purposes of the Act and the 2006 Act and of company law generally and shall, if and for so long as the Company is a charity, be its charity trustees for the purposes of charity law. Any references to the board or to a Trustee shall be read and construed accordingly.

words importing the masculine gender only shall (where the context so admits) include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Act and the 2006 Act.

Table A as prescribed by the Companies (Tables A to F) Regulations 1985 (S.I. 1985 No. 805), amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (S.I. No. 1985 No. 1052), The Companies Act 1985 (Electronic Communications) Order 2000 (S.I. 2000 No. 3373), the Companies (Tables A to F) (Amendment) Regulations 2007 (S.I. 2007 No. 2541) and the Companies (Tables A to F) (Amendment) (No. 2) Regulations 2007 (S.I. 2007 No. 2826) so far as it relates to a company limited by shares (such Table being hereinafter called "Table A") shall not apply to the Company.

2. MEMBERS

- 2.1 Such other persons or organisations as are admitted to membership in accordance with the rules made under these Articles shall be members of the Charity. No person shall be admitted as a member of the Charity unless his application for membership is in such form as the Trustees may agree to accept for membership applications (whether written, electronic or otherwise). Provided the applicant has duly completed the membership form, is an individual aged 16 or over and pays any first year's subscription that is at that time required, that applicant shall be admitted to membership. Provided always that the Trustees may refuse an applicant admission to membership if they consider it to be in the interests of the Charity to do so. In the event of such a refusal they must notify the individual forthwith and specify their reasons for the refusal.
- 2.2 Members have such rights and obligations as set out in these Articles and the Bylaws from time to time.
- 2.3 Unless other provisions shall be made by the Bylaws made under these Articles, the Trustees may in their absolute discretion permit any Member of the Charity to resign, provided that after such resignation the number of members is not less than three.
- 2.4 Members may be subject to temporary membership suspension or permanent exclusion from membership of the Charity as sanctioned under the disciplinary procedures specified by the Bylaws of the Charity from time to time.

3. GENERAL MEETINGS

- 3.1 The Charity shall hold an annual general meeting each year in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than 15 months shall elapse between the date of one annual general meeting of the Charity and that of the next. The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings other than annual general meetings shall be called general meetings.
- 3.2 The Trustees may call general meetings and, on the request of such number of Members as specified in Section 303 of the 2006 Act, shall proceed to convene a general meeting in accordance with the requirements of the 2006 Act.

4. NOTICE OF GENERAL MEETINGS

- 4.1 An annual general meeting and a general meeting shall be called by at least 14 clear days notice unless such shorter notice as permitted by the 2006 Act is agreed.

The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.

The notice shall be given to all the Members and to the Trustees and the auditors (if any).

- 4.2 Notices from the Charity to its Members may be served by post to the address of the Member in question shown in the register of members or by electronic communication in accordance with the 2006 Act. Notices shall be deemed served 48 hours after posting or electronic transmission.
- 4.3 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings of the meeting.

5. PROCEEDINGS AT GENERAL MEETING

- 5.1 No business shall be transacted at any meeting unless a quorum is present. Fifty persons entitled

to vote on the business to be transacted, each being a Member or a duly authorised representative of a Member organisation shall constitute a quorum. For the avoidance of doubt only those physically present at the meeting venue shall be counted in the quorum.

- 5.2 If a quorum is not present within half an hour from the time appointed for the meeting, or if the during the meeting a quorum ceases to be present, the meeting shall stand adjourned to such time and place as the Trustees may determine.
- 5.3 The General Secretary, or in his absence some other Trustee nominated by the Trustees shall preside as chairman of the meeting, but if neither the General Secretary nor such other Trustee (if any) be present within 15 minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be chairman and, if there is only one Trustee present and willing to act, he shall be chairman. References in these articles to chairman shall be construed as meaning the person who is chairman of the meeting in question.
- 5.4 If no Trustee is willing to act as chairman, or if no Trustee is present within 15 minutes after the time appointed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be chairman.
- 5.5 The chairman may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 days or more, at least seven clear days notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 5.6 A resolution put to the vote of a meeting shall be decided by a show of hands of those physically present plus a count of the votes lodged by electronic communication prior to the meeting unless before, or on the declaration of the result of a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:
 - (a) by the chairman; or
 - (b) by at least 50 Members present at the meeting and having the right to vote; or
 - (c) by a Member or Members representing not less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting.
- 5.7 Unless a poll is duly demanded a declaration by the chairman 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 minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 5.8 The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.
- 5.9 A poll shall be taken as the chairman directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 5.10 In the case of an equality of votes, including votes cast on a poll, the chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 5.11 A poll demanded concerning the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chairman directs. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a vote and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- 5.12 No notice need be given of a poll not taken immediately if the time and place at which it is to be

taken are announced at the meeting at which it is demanded. In other cases at least one month's notice shall be given specifying the time and place at which the poll is to be taken.

6. VOTES OF MEMBERS

- 6.1 Subject to Article 5.10, every Member shall have one vote whether present in person or voting by electronic communication.
- 6.2 No Member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Charity have been paid by the end of the membership year as determined in the Bylaws.
- 6.3 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.
- 6.4 A vote given (in person or by electronic communication) or poll demanded by the duly authorised representative of a Member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.
- 6.5 Any organisation which is a Member of the Charity may by resolution of its council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Charity, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Charity, including voting by electronic communication.
- 6.6 Members may vote at general meetings in person or by advance lodgement of vote by electronic communication. Voting by electronic communication shall be conducted subject to such requirements as the bylaws of the Charity may from time to time prescribe. Where any Member has lodged a vote by electronic communication in advance and then attends the meeting his advance vote shall not be counted and he shall be entitled to vote in person at the meeting. If any question arises at a meeting over the validity of a vote lodged by electronic communication it shall be determined by the chairman of the meeting whose decision shall be final and conclusive.

7. TRUSTEES

- 7.1 The minimum number of Trustees shall be not less than three and the ultimate maximum not more than twenty two, including the officers. The members may alter the minimum and maximum numbers of Trustees by ordinary resolution, provided that the alterations may not reduce the minimum beneath three or raise the maximum above twenty two (and the maximum number for the time being shall include the officers). For the avoidance of doubt, these provisions shall apply from the 2010 annual general meeting and the provisions of these articles with regard to the ultimate maximum number of Trustees and the procedures for the appointment of Trustees shall apply to any proposed appointments of Trustees at that meeting.
- 7.2 The Trustees shall comprise the General Secretary, Treasurer and such others as may be appointed at the annual general meeting through the election process as specified in article 8 (subject to the maximum number of Trustees determined as specified above).
- 7.3 Any Trustee in the post at the 2008 annual general meeting shall be deemed to have served his period in office to that date as a period of office under the terms of office specified in these Articles.

8. APPOINTMENT AND RETIREMENT OF TRUSTEES

- 8.1 The General Secretary and Treasurer shall be appointed by the annual general meeting of the Charity for a term of three years. The Treasurer may be elected for one further term of three years on completion of his original term of office.
- 8.2 If a vacancy arises in the office of General Secretary it may be filled by another Trustee appointed from within the Trustees and the person appointed shall retire at the next annual general meeting.

He may, if willing to stand, be nominated for appointment as General Secretary at that meeting, along with any other nominees for appointment and if so appointed shall be eligible to serve a three year term.

- 8.3 If a vacancy arises in the office of Treasurer it may be filled by the Trustees but any person so appointed shall retire at the next annual general meeting. He may, if willing to stand, be nominated, along with any other nominees for appointment as Treasurer at that meeting and if so appointed shall be eligible to serve a three year term.
- 8.4 All other Trustees shall be appointed by the annual general meeting through the election process as specified below and serve a term of three years and may, if willing to stand, be re-appointed through that process for further terms of three years. If a vacancy arises in the office of a Trustee it may be filled by the Trustees and the person appointed shall retire at the next annual general meeting. He may, if willing to stand, be nominated for appointment as Trustee at that meeting through the election process and if so appointed shall be eligible to serve a three year term and be appointed for a three year term.
- 8.5 If there are more candidates proposed for appointment as Trustees than places available to be filled at the annual general meeting, members may exercise their voting rights for or against candidates up to but not exceeding that number. The relevant number of candidates with the highest number of votes shall then be appointed (provided that no candidate shall be appointed if a majority of votes cast in respect of that candidate are cast against his appointment).
- 8.6 If the number of candidates is equal to or less than the number of places available to be filled at the meeting, a vote shall be taken on an ordinary resolution in respect of each candidate and he shall be appointed if that resolution is passed. For the avoidance of doubt, this shall apply and be followed in the event of there being a sole candidate (that candidate shall not be deemed appointed without a vote being taken).
- 8.7 No person may be appointed as a Trustee:
- (a) if the appointment would cause the number of Trustees to exceed the maximum number applicable for the time being in accordance with these articles; or
 - (b) unless he has attained the age of 18 years old and is duly nominated in accordance with the bylaws of the charity currently in force; or
 - (c) in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 11;
 - (d) unless the procedures as outlined in the bylaws have been adhered to.

9. POWERS OF TRUSTEES

- 9.1 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Charity shall be managed by the Trustees, who may exercise all the powers of the Charity. No alteration of the Memorandum or the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

10. EXECUTIVE COMMITTEE

- 10.1 The Executive Committee shall comprise of the General Secretary, Treasurer and other Trustees appointed by the Board of Trustees from amongst its members. Each year one Trustee will rotate off the Executive Committee in turn and shall be replaced by another so appointed by the Board of Trustees. Specific duties and powers of the Executive Committee are described under the bylaws. The General Secretary is the Chair of the Executive meeting.

11. DISQUALIFICATION AND REMOVAL OF TRUSTEES

A Trustee shall cease to hold office if he:

- 11.1 ceases to be a Trustee by virtue of any provision in the Act or is disqualified from acting as a Trustee by virtue of Section 72, Charities Act 1993 (or any statutory re-enactment or modification of that provision);
- 11.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
- 11.3 resigns his office by notice to the Charity (but only if at least two Trustees will remain in office when the notice of resignation is to take effect);
- 11.4 is absent without the permission of the Trustees from all their meetings held with a period of one year and the Trustees resolve that his office be vacated.

12. TRUSTEES' EXPENSES

- 12.1 The Trustees will be entitled to be repaid any reasonable travelling hotel or other expenses incurred by them in connection with their attendance at any meeting of Trustees or committees of Trustees or other general meetings of the Charity or otherwise in connection with the discharge of their duties including the annual scientific meeting. This shall include the costs of administrative assistance in connection with their trusteeship.

13. TRUSTEES' APPOINTMENTS

- 13.1 Subject to the provisions of the Act and to clause 4 of the Memorandum, the Trustees may appoint one or more of their number to any unremunerated executive office within the Charity. Any such appointment may be made on such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee.
- 13.2 Except to the extent permitted by clause 4 of the Memorandum, no Trustee shall take or hold any interest in property belonging to the Charity or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Charity is a party.

14. PROCEEDINGS OF TRUSTEES

- 14.1 Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. The Trustees must meet at least twice a year. The General Secretary or a group of five Trustees, or the Secretary at the request of a Trustee shall, call a meeting of the Trustees. Notices of meetings of the Trustees need not be in writing unless otherwise determined by the Trustees. Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the chairman shall have a second or casting vote.
- 14.2 The quorum for the transaction of the business of the Trustees shall be a simple majority of the current number of Trustees at the time.
- 14.3 The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.
- 14.4 The General Secretary would normally be the chair of the Trustees meetings but in his absence the Trustees may appoint one of their number to be the chairman of their meetings and may at any time remove him from that office. Unless he is unwilling to do so, the Trustees so appointed shall preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Trustees present may appoint one of their number to be chairman of the meeting.
- 14.5 The Trustees may, wherever they think fit, invite any experts or advisers to attend meetings of the Trustees to assist the Trustees on any matters under discussion. Such persons may be invited to attend all or part of any meeting and shall speak when invited to do so by the chairman of the meeting and must withdraw from the meeting if asked to do so by the chairman. Such persons shall not be entitled to vote on any matter.

- 14.6 All acts done by a meeting of Trustees or of a committee of Trustees, shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee and had been entitled to vote.
- 14.7 A Trustee in electronic communication with the chairman and with all other parties to a meeting of the Trustees or of a committee of the Trustees shall be regarded for all purposes as personally attending such a meeting provided that but only for so long as at such a meeting he has the ability to communicate interactively and simultaneously with all other parties attending the meeting including all persons attending by way of electronic communication. A meeting at which one or more of the Trustees attends by way of electronic communication is deemed to be held at such place as the Trustees shall at the said meeting resolve. In the absence of a resolution as aforesaid, the meeting shall be deemed to be held at the place, if any, where a majority of the Trustees attending the meeting are physically present, or in default of such a majority, the place at which the chairman of the meeting is physically present.
- 14.8 A resolution in writing, signed by all Trustees entitled to receive notice of a meeting of Trustees or of a committee of Trustees, shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) a committee of Trustees duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Trustees.
- 14.9 Any bank account in which any part of the assets of the Charity is deposited shall be operated by the Trustees and shall indicate the name of the Charity. All cheques and orders for the payment of money from such account shall be signed by persons so approved the by Trustees.

15. COMMITTEES

- 15.1 In addition to the Executive Committee, the Trustees may establish such committees as they think fit which may comprise such persons, including persons who are not Trustees, as they may determine. The Trustees shall determine and may vary at any time the terms of reference, expenditure powers (if any), budgets and delegated decision making authority (if any) of such committees and may set and may vary at anytime procedural rules for them. The chairman of a committee shall be a serving member of it but need not be a Trustee. Each committee shall fully and promptly report its acts and proceedings to the Trustees and shall not incur expenditure on behalf of the Society unless empowered to do so. The bylaws of the Society regarding committees shall be made in accordance with the foregoing provisions.

16. ANNUAL SCIENTIFIC MEETING CHAIRMAN

The Members shall elect a person as Annual Scientific Meeting Chairman to chair the Annual Scientific Meeting of the Charity to be held four years following the annual general meeting. Such election shall be conducted in accordance with the bylaws of the Charity in force at the time and subsequently shall be conducted via the Charity's website. The Annual Scientific Meeting is held by the Charity in order to further its charitable objects by the provision and exchange of information and data and the provision and exchange of practical experience amongst persons involved in or connected with the medical areas covered by the said objects. For the avoidance of doubt, the Annual Scientific Meeting is a separate event to the annual general meeting of the Society held to comply with the annual general meeting requirements of these Articles. The Annual Scientific Meeting Chairman shall have such responsibilities as may be determined by the Trustees and his responsibilities as so determined or as varied by the Trustees from time to time shall be recorded in writing. The Annual Scientific Meeting Chairman shall not be a Trustee and may not attend meetings of the Trustees unless invited to do so and if so invited shall not be entitled to vote on any matter.

17. SECRETARY

The Secretary shall be appointed by the Trustees for such term, at such remuneration (if not a Trustee) and upon such conditions as they may think fit; and any Secretary so appointed may be removed by them. The Secretary shall be company secretary of the Charity for the purposes of company law but shall not be a Trustee and may only attend meetings of the Trustees if invited to do so and if so invited shall not be entitled to vote on any matter.

18. RECORDS

The Trustees shall cause records to be made and authenticated in accordance with the Act and the 2006 Act as in force from time to time of all appointments of officers made by the Trustees; of the names of the Trustees present at each meeting of the Trustees and of any committee of the Trustees; of all resolutions and proceedings at all general meetings of the Charity, and meetings of the Trustees and of committees of the Trustees and of all decisions of the members and of the Trustees taken other than at a meeting.

19. SEAL

The Seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the Seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the Secretary or by a second Trustee.

20. ACCOUNTING RECORDS, ACCOUNTS AND REPORTS, RETURNS

20.1 The Trustees shall cause accounting records to be kept in accordance with the provisions of the Act. The accounting records shall be kept at the registered office of the Charity or, subject to the provisions of the Act, at such other place or places as the Trustees think fit, and shall always be open to the inspection of the officers of the Charity.

20.2 The Trustees shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Charity or any of them shall be open to the inspection of members of the Charity not being Trustees, and no member (not being a Trustee) shall have any right of inspecting any accounting records or other records or documents of the Charity except as conferred by statute or authorised by the Trustees or by the Charity in general meeting.

20.3 Annual accounts and reports shall be prepared, approved by the Trustees, audited or independently reported on (if required by law), circulated to the members of the Charity and filed at Companies House and with the Charity Commission in the form and within the time limits applicable to the Charity pursuant to the Act (as modified by the Charities Act 1993 and regulations made thereunder).

21. AUDIT OR INDEPENDENT EXAMINATION

21.1 If required by the Act auditors or an independent reporting accountant shall be appointed and their duties regulated in accordance with the provisions of the Act (as modified by the Charities Act 1993 and regulations made thereunder).

22. COMMUNICATION BY MEANS OF A WEBSITE

22.1 Subject to the provisions of the 2006 Act, a document or information may be sent or supplied by the Charity to a person by being made available on a website.

23. PROTECTION FROM LIABILITY

23.1 For the purposes of this article a "Liability" is any liability incurred by a person in connection with any negligence, default, breach of duty or breach of trust by him in relation to the Charity or otherwise in connection with the duties, powers or office:

23.2 Subject to the provisions of the 2006 Act and without prejudice to any protection from liability which may otherwise apply:

23.2.1 The Trustees shall have power to purchase and maintain for any auditor of the Charity and any officer of the Charity (not being a Trustee or auditor of the Charity), insurance against any Liability;

23.2.2 The Trustees shall have power to purchase and maintain for any Trustee such insurance against any Liability as is permitted by the Memorandum of Association of the Charity.

23.3 Every Trustee or auditor (if any) of the Charity and every officer of the Charity (not being a Trustee or auditor of the Charity) shall be indemnified out of the assets of the Charity against any loss or liability incurred by him in defending any proceedings in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from any Liability.

24. **BYLAWS**

24.1 Bylaws may be made, repealed and altered by the Trustees when deemed necessary and by Ordinary Resolution of the Members at the annual general meeting of the Charity or any other general meeting of the Charity.

24.2 Bylaws may deal with matters of membership, discipline and any other matters relevant to the Charity provided always that:

24.2.1 The provisions of the Memorandum and Articles of Association of the Charity always take precedence in the event of any contradiction, ambiguity or other conflict;

24.2.2 Bylaws shall be binding on all Members and Trustees and Officers (unless overridden by Article 24.2.1 above or unlawful in which case they shall have no effect).