

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

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Articles of Association  
of  
Trade Association Forum Limited

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## The Companies Act 2006

### Company Limited by Guarantee and not having a Share Capital

#### Index to Articles of Association of Trade Association Forum Limited

INTERPRETATION .....	1
1. Defined terms.....	1
OBJECTS AND POWERS .....	1
2. Objects.....	1
3. Powers .....	1
LIMITATION ON PRIVATE BENEFITS .....	3
4. Limitation on private benefits .....	3
LIMITATION OF LIABILITY AND INDEMNITY.....	4
5. Liability of members .....	4
6. Indemnity.....	4
DIRECTORS.....	4
<i>DIRECTORS' POWERS AND RESPONSIBILITIES</i> .....	4
7. Directors' general authority .....	4
8. <b>Members'</b> reserve power .....	4
9. Officers.....	4
10. Directors may delegate.....	5
11. Committees .....	5
12. Delegation of day to day management powers .....	6
13. Rules.....	6
DECISION-MAKING BY DIRECTORS .....	7
14. Directors to take decisions collectively .....	7
15. Calling a <b>Directors'</b> meeting.....	7
16. Participation in Directors' meetings.....	7
17. Quorum for <b>Directors'</b> meetings.....	8
18. Chairing of <b>Directors'</b> meetings.....	8
19. Casting vote.....	8
20. Unanimous decisions without a meeting.....	8
21. Director interests and management of conflicts of interest .....	9
22. Proposed decision .....	10
23. Register of <b>Directors'</b> interests.....	10
24. Validity of Director actions .....	11
APPOINTMENT AND RETIREMENT OF DIRECTORS.....	11
25. Number of Directors .....	11
26. Appointment and retirement of Directors.....	11
27. Disqualification and removal of Directors .....	13
MEMBERS .....	14
BECOMING AND CEASING TO BE A MEMBER .....	14
28. Becoming a member.....	14
29. Termination of membership.....	15
30. Categories of membership .....	16
31. Associate members .....	16
ORGANISATION OF GENERAL MEETINGS.....	16
32. Annual general meetings.....	16

33. Other general meetings .....	17
34. Length of notice .....	17
35. Contents of notice .....	17
36. Service of notice.....	17
37. Attendance and speaking at general meetings .....	17
38. Quorum for general meetings .....	17
39. Chairing general meetings.....	18
40. Attendance and speaking by Directors and non-members .....	18
41. Adjournment.....	18
VOTING AT GENERAL MEETINGS .....	19
42. Voting: general .....	19
43. Votes .....	20
44. Errors and disputes .....	21
45. Poll votes .....	21
46. Procedure on a poll .....	21
47. Proxies .....	22
48. Delivery of Proxy Notices .....	23
49. Amendments to resolutions.....	24
WRITTEN RESOLUTIONS .....	25
50. Written resolutions.....	25
ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS.....	26
51. Communications by the Company .....	26
52. Communications to the Company.....	28
53. Secretary .....	28
54. Irregularities .....	28
55. Minutes.....	29
56. Records and accounts.....	29
57. Exclusion of model articles .....	29
WINDING UP .....	29
58. Winding up.....	29
SCHEDULE.....	30

## The Companies Act 2006

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Articles of Association of Trade Association Forum Limited

### INTERPRETATION

#### 1. Defined terms

The interpretation of these Articles is governed by the provisions set out in the Schedule at the end of the Articles.

### OBJECTS AND POWERS

#### 2. Objects

The objects of the Company are:

- 2.1 to promote the role of trade associations and other membership bodies;
- 2.2 to serve and represent its members;
- 2.3 to encourage the interchange of knowledge among its members;
- 2.4 to disseminate best practice and increase the professionalism and efficiency of policies, strategies, objectives and plans for trade associations and other membership bodies; and
- 2.5 to develop and model policies, strategies, objectives and plans for trade associations and other membership bodies; and
- 2.6 to give an orderly presentation of the Company's views and experiences to Government departments and the general public and to provide a recognised channel for circulating information to members and others.

#### 3. Powers

To further its objects the Company may:

- 3.1 provide a forum for discussions between the members of the Company;
- 3.2 organise and assist in the provision of conferences, courses of instruction, exhibitions, lectures and other educational activities;
- 3.3 publish and distribute books, pamphlets, reports, leaflets, journals, films, tapes and instructional matter on any medium;
- 3.4 promote, encourage, carry out or commission research, surveys, studies or other work, making the useful results available;

- 3.5 provide or procure the provision of guidance and advice;
- 3.6 alone or with other organisations seek to influence public opinion and make representations to and seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations;
- 3.7 enter into contracts to provide services to or on behalf of other bodies;
- 3.8 acquire or rent any property of any kind and any rights or privileges in and over property and construct, maintain, alter and equip any buildings or facilities;
- 3.9 dispose of or deal with all or any of its property with or without payment and subject to such conditions as the Directors think fit;
- 3.10 borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds, including charging property as security for the repayment of money borrowed or as security for a grant or the discharge of an obligation;
- 3.11 set aside funds for special purposes or as reserves against future expenditure;
- 3.12 invest the Company's money not immediately required for its objects in or upon any investments, securities, or property;
- 3.13 arrange for investments or other property of the Company to be held in the name of a nominee or nominees and pay any reasonable fee required;
- 3.14 lend money and give credit to, take security for such loans or credit and guarantee or give security for the performance of contracts by any person or company;
- 3.15 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.16 accept (or disclaim) gifts of money and any other property;
- 3.17 raise funds by way of subscription, donation or otherwise;
- 3.18 trade in the course of carrying out the objects of the Company and carry on any other trade which is not expected to give rise to taxable profits;
- 3.19 incorporate and acquire subsidiary companies to carry on any trade;
- 3.20 subject to Article 4 (Limitation on private benefits):
  - 3.20.1 engage and pay employees, consultants and professional or other advisers; and
  - 3.20.2 make reasonable provision for the payment of pensions and other retirement benefits to or on behalf of employees and their spouses and dependants;

- 3.21 establish and support or aid in the establishment and support of any other organisations and subscribe, lend or guarantee money or property;
- 3.22 become a member, associate or affiliate of or act as trustee or appoint trustees of any other organisation;
- 3.23 undertake and execute charitable trusts;
- 3.24 amalgamate or merge with or acquire or undertake all or any of the property, liabilities and engagements of any body;
- 3.25 co-operate with charities, voluntary bodies, statutory authorities and other bodies and exchange information and advice with them;
- 3.26 pay out of the funds of the Company the costs of forming and registering the Company;
- 3.27 insure the property of the Company against any foreseeable risk and take out other insurance policies as are considered necessary by the Directors to protect the Company;
- 3.28 provide indemnity insurance for the Directors or any other officer of the Company in relating to any liability permitted under the Companies Acts; and
- 3.29 do all such other lawful things as may further the Company's objects.

#### LIMITATION ON PRIVATE BENEFITS

#### 4. Limitation on private benefits

- 4.1 The income and property of the Company shall be applied solely towards the promotion of its objects.

##### Permitted benefits to members

- 4.2 No part of the income and property of the Company may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member of the Company. This shall not prevent any payment in good faith by the Company of:
  - 4.2.1 any payments made to any member in his, her or its capacity as a beneficiary of the Company;
  - 4.2.2 reasonable and proper remuneration to any member for any goods or services supplied to the Company (including services performed by the member under a contract of employment with the Company);
  - 4.2.3 interest at a reasonable and proper rate on money lent by any member to the Company;
  - 4.2.4 any reasonable and proper rent for premises let by any member to the Company; and

4.2.5 any payments under Article 6.

## LIMITATION OF LIABILITY AND INDEMNITY

### 5. Liability of members

The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the Company in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:

- 5.1 payment of the Company's debts and liabilities contracted before he, she or it ceases to be a member;
- 5.2 payment of the costs, charges and expenses of winding up; and
- 5.3 adjustment of the rights of the contributories among themselves.

### 6. Indemnity

Without prejudice to any indemnity to which a Director may otherwise be entitled, every Director of the Company shall be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity but only to the extent permitted by the Companies Acts; and every other officer of the Company may be indemnified out of the assets of the Company in relation to any liability incurred by him or her in that capacity, but only to the extent permitted by the Companies Acts.

## DIRECTORS

### *DIRECTORS' POWERS AND RESPONSIBILITIES*

### 7. **Directors' general authority**

Subject to the Articles, the Directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

### 8. **Members' reserve power**

- 8.1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- 8.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

### 9. **Officers**

9.1 The Directors may appoint one of the Elected Directors to be:

- 9.1.1 the Chair of the Directors; and
- 9.1.2 the Vice Chair of the Directors, and

### 9.1.3 The Honorary Treasurer of the Association

for a term of one year. A Director appointed Chair, Vice-Chair or Honorary Treasurer is eligible to be re-appointed to a second consecutive term. The Directors may at any time remove him or her from that office.

9.2 The Directors may also appoint the Immediate Past Chair (for so long as he or she continues to be a Director) as an officer of the Company for a period not longer than two years and with such duties as they determine and at any time may remove him or her from that office.

## 10. Directors may delegate

10.1 Subject to the Articles, the Directors may delegate any of their powers or functions to any committee.

10.2 Subject to the Articles, the Directors may delegate the implementation of their decisions or day to day management of the affairs of the Company to any person or committee.

10.3 Any delegation by the Directors may be:

10.3.1 by such means;

10.3.2 to such an extent;

10.3.3 in relation to such matters or territories; and

10.3.4 on such terms and conditions;

as they think fit.

10.4 The Directors may authorise further delegation of the relevant powers, functions, implementation of decisions or day to day management by any person or committee to whom they are delegated.

10.5 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

10.6 The Directors may by power of attorney or otherwise appoint any person to be the agent of the Company for such purposes and on such conditions as they determine.

## 11. Committees

11.1 In the case of delegation to committees:

11.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

11.1.2 the composition of any committee shall be entirely in the discretion of the Directors and may include such of their number (if any) as the resolution may specify;



- 11.1.3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a secretary for that purpose;
  - 11.1.4 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and
  - 11.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Company except where authorised by the Directors or in accordance with a budget which has been approved by the Directors in writing.
- 11.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors.
12. Delegation of day to day management powers
- In the case of delegation of the day to day management of the Company to a chief executive or other manager or managers:
- 12.1 the delegated power shall be to manage the Company by implementing the policy and strategy adopted by and within a budget approved by the Directors and (if applicable) to advise the Directors in relation to such policy, strategy and budget;
  - 12.2 the Directors shall provide any manager with a description of his or her role and the extent of his or her authority; and
  - 12.3 any manager must report regularly to the Directors on the activities undertaken in managing the Company and provide them regularly with management accounts which are sufficient to explain the financial position of the Company.
13. Rules
- 13.1 The Directors may from time to time make, repeal or alter such rules as they think fit as to the management of the Company and its affairs. The rules shall be binding on all members of the Company. No rule shall be inconsistent with the Companies Acts, the Articles or any rule of law.
  - 13.2 The rules may regulate the following matters but are not restricted to them:
    - 13.2.1 the duties of any officers or employees of the Company;
    - 13.2.2 the admission of members of the Company and the benefits conferred on such members, and any subscriptions, fees or payments to be made by members;
    - 13.2.3 the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;

- 13.2.4 the conduct of business of the Directors or any committee (including, without limitation, how the Directors make decisions and how such rules are to be recorded or communicated to Directors);
  - 13.2.5 the procedure at general meetings;
  - 13.2.6 any of the matters or things within the powers or under the control of the Directors; and
  - 13.2.7 generally, all such matters as are commonly the subject matter of company rules.
- 13.3 The Company in general meeting has the power to alter, add to or repeal the rules.

#### DECISION-MAKING BY DIRECTORS

#### 14. Directors to take decisions collectively

Any decision of the Directors must be either:

- 14.1 by decision of a majority of the Directors present and voting at a quorate Directors' meeting (subject to Article 19); or
- 14.2 a unanimous decision taken in accordance with Article 20.

#### 15. Calling a **Directors'** meeting

- 15.1 Any Director may (and the Secretary, if any, must at the request of two Directors) call a Directors' meeting.
- 15.2 A Directors' meeting must be called by at least twenty one days' notice unless either:
  - 15.2.1 all the Directors agree; or
  - 15.2.2 urgent circumstances require shorter notice.

15.3 Notice of Directors' meetings must be given to each Director.

15.4 Every notice calling a Directors' meeting must specify the place, day and time of the meeting.

15.5 Notice of Directors' meetings need not be in Writing.

15.6 Article 50 shall apply, and notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

#### 16. Participation in **Directors'** meetings

16.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

- 16.1.1 the meeting has been called and takes place in accordance with the Articles; and

- 16.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting (for example via telephone or video conferencing).
- 16.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 16.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.
17. **Quorum for Directors' meetings**
- 17.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 17.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than three, and unless otherwise fixed it is three or one-third of the total number of Directors, whichever is the greater.
- 17.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
- 17.3.1 to appoint further Directors; or
- 17.3.2 to call a general meeting so as to enable the members to appoint further Directors.
18. **Chairing of Directors' meetings**
- The Chair, if any, or in his or her absence the Vice-chair or, in the absence of both the Chair and the Vice-chair, another Director nominated by the Directors present, shall preside as chair of each Directors' meeting.
19. **Casting vote**
- 19.1 If the numbers of votes for and against a proposal at a Directors' meeting are equal, the chair of the meeting has a casting vote in addition to any other vote he or she may have.
- 19.2 Article 19.1 does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.
20. **Unanimous decisions without a meeting**
- 20.1 A decision is taken in accordance with this Article 20 when all of the Directors indicate to each other by any means (including without limitation by Electronic Means, such as by email or by telephone) that they share a common view on a matter. The Directors cannot rely on this Article to make a decision if one or more of the Directors has a Conflict of Interest which, under Article 21, results in them not being entitled to vote.

- 20.2 Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.
- 20.3 A decision which is made in accordance with this Article 20 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:
- 20.3.1 approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary (“the Recipient”), which person may, for the avoidance of doubt, be one of the Directors;
  - 20.3.2 following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors (by any means) whether the resolution has been formally approved by the Directors in accordance with this Article 20.3;
  - 20.3.3 the date of the decision shall be the date of the communication from the Recipient confirming formal approval; and
  - 20.3.4 the Recipient must prepare a minute of the decision in accordance with Article 55 (minutes).

## 21. Director interests and management of conflicts of interest

### Declaration of interests

- 21.1 Unless Article 21.2 applies, a Director must declare the nature and extent of:
- 21.1.1 any direct or indirect interest which he or she has in a proposed transaction or arrangement with the Company; and
  - 21.1.2 any duty or any direct or indirect interest which he or she has which conflicts or may conflict with the interests of the Company or his or her duties to the Company.
- 21.2 There is no need to declare any interest or duty of which the other Directors are, or ought reasonably to be, already aware.

### Participation in decision-making

- 21.3 If a Director’s interest or duty cannot reasonably be regarded as likely to give rise to a conflict of interest or a conflict of duties with or in respect of the Company, he or she is entitled to participate in the decision-making process, to be counted in the quorum and to vote in relation to the matter. Any uncertainty about whether a Director’s interest or duty is likely to give rise to a conflict shall be determined by a majority decision of the other Directors taking part in the decision-making process.
- 21.4 If a Director with a conflict of interest or conflict of duties is required to comply with this Article 21.4, he or she must:

- 21.4.1 take part in the decision-making process only to such extent as in the view of the other Directors is necessary to inform the debate;
- 21.4.2 not be counted in the quorum for that part of the process; and
- 21.4.3 withdraw during the vote and have no vote on the matter.

## 22. Proposed decision

22.1 Notwithstanding that a proposed decision of the Directors concerns or relates to any matter in which a Director has, or may have, directly or indirectly, any kind of interest whatsoever, that Director may remain in the meeting and participate in the decision-making process for both quorum and voting purposes unless:

- 22.1.1 the decision could result in the Director receiving a financial benefit not available to all the other Directors;
- 22.1.2 the decision could result in a member with whom a Director is Connected receiving a benefit not available to all the other members within the same category of membership.
- 22.1.3 the decision relates to a complaint or disciplinary issue involving a member with whom the Director is Connected; or
- 22.1.4 a majority of the other Directors participating in the decision-making process decide to the contrary,

in which case he or she has no vote on the matter and must withdraw during the vote and not be counted in the quorum for that part of the decision making.

### Continuing duties to the Company

22.2 Where a Director or person Connected with him or her has a conflict of interest or conflict of duties and the Director has complied with his or her obligations under these Articles in respect of that conflict:

- 22.2.1 the Director shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her; and
- 22.2.2 the Director shall not be accountable to the Company for any benefit expressly permitted under these Articles which he or she or any person Connected with him or her derives from any matter or from any office, employment or position.

## 23. Register of **Directors'** interests

The Directors must cause a register of Directors' interests to be kept.

24. Validity of Director actions

All acts done by a person acting as a Director shall, even if afterwards discovered that there was a defect in his or her appointment or that he or she was disqualified from holding office or had vacated office, be as valid as if such person had been duly appointed and was qualified and had continued to be a Director.

APPOINTMENT AND RETIREMENT OF DIRECTORS

25. Number of Directors

There shall be at least three Directors and a maximum of twelve Directors.

26. Appointment and retirement of Directors

- 26.1 Those persons notified to the Registrar of Companies as the first directors of the Company shall be the first Directors. The first Directors are all Elected Directors assigned to the categories in Article 26.3.2 by the Board.

Composition of board of Directors

- 26.2 Any person who is willing to act as a Director, and who would not be disqualified from acting under the provisions of Article 27, may be appointed to be a Director in accordance with this Article 26.

- 26.3 The composition of the Board shall reflect the changing demographic of the membership. The Chief Executive Officer shall review the demographic annually, define it by the percentage of the number of members in each subscription band, and report this to the Board. The Board shall then review the Board composition and seek candidate Board members from the membership to rebalance the Board composition to match the latest demographic analysis as Board members' terms of office expire and/or opportunities to rebalance arise during the year from resignations or other circumstances.

Co-opted Directors

- 26.4 The Directors may appoint up to three Co-opted Directors either to fill vacancies or as additional Directors.

- 26.5 A Co-opted Director shall be appointed by the Directors for an initial term of office of up to two years and shall be eligible for re-appointment by the Directors for a further term of up to two years.

Elected Directors

- 26.6 The Elected Directors shall be elected by the members at the annual general meeting.

- 26.7 At every annual general meeting one third of the Elected Directors or the number nearest to one third shall retire from office. The Elected Directors to retire shall be those who have been longest in office since their last appointment or re-appointment. As between persons who become or were last re-appointed Elected Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be

decided by lot. If there is only one Elected Director he or she shall not be subject to retirement by rotation.

- 26.8 Subject to Article 26.9, if the Company at the meeting at which an Elected Director retires in accordance with Article 26.7 does not fill the vacancy, the retiring Director will, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Director is put to the meeting and lost.
- 26.9 Subject to Article 26.10, an Elected Director who has served for three consecutive terms of office must take a break from office and may not be reappointed until the earlier of:
- 26.9.1 the anniversary of the commencement of his or her break from office; and
  - 26.9.2 if applicable, the annual general meeting following the annual general meeting at which his or her break from office commenced.

For the purposes of this Article 26.9 a term of office shall not include a term for which the Director was appointed by a decision of the Directors.

- 26.10 Article 26.9 shall not apply to a Director who is appointed Chair, Vice-Chair or Honorary Treasurer of the Company. On expiry or termination of his or her office as Chair, Vice-Chair or Honorary Treasurer, if he or she has served the equivalent three consecutive terms of office, he or she must take a break from office in accordance with Article 26.9.
- 26.11 Article 26.9 shall not apply to a Director who is appointed Chair or Vice-Chair of the Company. On expiry or termination of his or her office as Chair or Vice-Chair, if he or she has served the equivalent three consecutive terms of office, he or she must take a break from office in accordance with Article 26.9.

#### Minimum age

- 26.12 No person may be appointed as a Director unless he or she has reached the age of 18 years.

#### Timing of retirement

- 26.13 A Director who retires at an annual general meeting and who is not reappointed shall retain office until either:
- 26.13.1 the meeting appoints someone in his or her place; or
  - 26.13.2 (if no one is appointed in his or her place) until the end of the meeting.

#### General

- 26.14 A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.

## 27. Disqualification and removal of Directors

A Director shall cease to hold office if:

- 27.1 he or she ceases to be a director by virtue of any provision of the Companies Act 2006, or is prohibited from being a director by law;
- 27.2 the Directors reasonably believe he or she has become physically or mentally incapable of managing his or her own affairs and they resolve that he or she be removed from office;
- 27.3 notification is received by the Company from him or her that he or she is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least three Directors will remain in office when such resignation has taken effect);
- 27.4 he or she fails to attend three consecutive meetings of the Directors and the Directors resolve that he or she be removed for this reason;
- 27.5 at a general meeting of the Company, a resolution is passed that he or she be removed from office, provided the meeting has invited his or her views and considered the matter in the light of such views;
- 27.6 at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed that he or she be removed from office. Such a resolution shall not be passed unless he or she has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been afforded a reasonable opportunity of either (at his or her option) being heard by or of making written representations to the Directors;
- 27.7 he or she ceases to be a member or an employee or director of a member of the Company;
- 27.8 the Company that the Director represents ceases to be a member of the Company;
- 27.9 a bankruptcy order is made against him or her, or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;
- 27.10 a composition is made with his or her creditors generally in satisfaction of his or her debts; or
- 27.11 the company that the Director represents goes into liquidation, other than for the purpose of a solvent reconstruction or amalgamation, was an administrator or a receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up.



## MEMBERS

### BECOMING AND CEASING TO BE A MEMBER

#### 28. Becoming a member

28.1 The members of the Company shall be the subscribers to the Memorandum of Association of the Company and such other persons as are admitted to membership by the Directors in accordance with the Articles.

28.2 With the exception of the subscribers to the Memorandum, no person may become a member of the Company unless:

28.2.1 that person has applied for membership in a manner approved by the Directors; and

28.2.2 the Directors have approved the application. The Directors may in their absolute discretion decline to accept any person as a member and need not give reasons for so doing.

28.3 The Directors may from time to time prescribe criteria for membership but will not be obliged to accept persons fulfilling those criteria as members.

#### Unincorporated organisations

28.4 An organisation admitted to membership which is unincorporated shall be a member through the person of its nominated representative from time to time. Every such organisation must notify the Company in writing of the name of its nominated representative and may, subject to the Directors' right to decline to accept any person as a member, replace such nominated representative at any time by giving notice to the Company. The membership rights may be exercised by the nominated representative or by the organisation which he or she represents.

#### Corporate Members

28.5 An organisation admitted to membership which is an incorporated body ("a Corporate Member") may by resolution of its directors or other governing body authorise a person or persons to act as its authorised representative or representatives at any meeting of the Company. Evidence of the appointment of the representative must be provided in the form of:

28.5.1 an original or certified copy of the resolution of the directors or other governing body of the Corporate Member;

28.5.2 a letter confirming the appointment of the representative on the letterhead of the Corporate Member signed by a duly authorised individual and submitted with evidence of the authority under which it was signed; or

28.5.3 such other form as the Directors may reasonably require.

- 28.6 A person authorised under Article 28.5 may exercise (on behalf of the Corporate Member) the same powers as the Corporate Member could exercise if it were an individual member.

#### Subscriptions

- 28.7 The Directors may at their discretion levy annual subscriptions on members of the Company at such rate or rates as they shall decide. Subscriptions are payable annually on the 1<sup>st</sup> of April. Every prospective member shall, on election, pay to the Company an initial pro rata subscription based on the number of full months then remaining as a proportion of the annual subscription for that Company subscription year. Prospective members shall not be deemed to have become a member, or be entitled to exercise any of the rights and privileges of membership until he, she or it shall have paid all moneys payable by he, she or it to the Company. Any arrears of subscription shall remain a debt due to and recoverable by the Company.

#### Register of members

- 28.7 The names of the members of the Company must be entered in the register of members which shall include, where relevant, a note that an unincorporated organisation is a member through the person of its chair under Article 28.4 details of the nominated representative which is a member of the Company on behalf of an unincorporated organisation under Article 28.4.

#### 29. Termination of membership

- 29.1 Subject to Article 28.4, membership is not transferable.

- 29.2 A member shall cease to be a member:

29.2.1 if the member, being an individual, dies;

29.2.2 if the member, being an individual, has a bankruptcy order made against him or her, or has an order made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which have an effect similar to that of bankruptcy;

29.2.3 if the member is a member on behalf of an unincorporated organisation under Article 28.4 and the unincorporated organisation ceases to exist;

29.2.4 if the member, being a Corporate Member, goes into liquidation other than for the purpose of a solvent reconstruction or amalgamation, has an administrator or a receiver or an administrative receiver appointed over all or any part of its assets, or has an order made or a resolution passed for its winding up;

29.2.5 On the expiry of at least six months written notice given by the member to the Company of his, her or its intention to withdraw. For the avoidance of any doubt the pro rata annual subscription sum remains payable for the notice period;

- 29.2.6 if any subscription or other sum payable by the member to the Company is not paid on the due date and remains unpaid after three months, all of the rights and privileges of membership shall be forfeited. Membership shall be cancelled for sums that remain unpaid seven days after written notice is served on the member by the Company informing him, her or it that he, she or it will be removed from membership if the specified sum is not paid. The Directors may re-admit to membership any person removed from membership on this ground on him, her or it paying such reasonable sum as the Directors may determine;
- 29.2.7 if, at a meeting of the Directors at which at least half of the Directors are present, a resolution is passed resolving that the member be expelled on the ground that his, her or its continued membership is harmful to or is likely to become harmful to the interests of the Company. Such a resolution may not be passed unless the member has been given at least 14 Clear Days' notice that the resolution is to be proposed, specifying the circumstances alleged to justify expulsion, and has been afforded a reasonable opportunity of being heard by or of making written representations to the Directors. A member expelled by such a resolution shall nevertheless remain liable to pay to the Company any subscription or other sum owed by him, her or it.
- 29.2.8 the member (in the reasonable opinion of the Directors) no longer operates as a trade association or membership body.

### 30. Categories of membership

- 30.1 Subject to Article 29.2, the Directors may establish such different categories of membership as they think fit. The Directors may, at their discretion, impose different subscriptions and confer different benefits on different membership categories and may, at their discretion, alter such benefits and subscriptions at any time.
- 30.2 The Directors may not create different classes of members with different rights within the meaning of those parts of the Companies Acts which deal with class rights.

### 31. Associate members

The Directors may establish such classes of associate membership with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Directors shall make, provided that no such associate members shall be members of the Company for the purposes of the Articles or the Companies Acts.

## ORGANISATION OF GENERAL MEETINGS

### 32. Annual general meetings

The Company must hold an annual general meeting within 18 months of incorporation and afterwards once in every calendar year and not more than 15 months shall pass between one annual general meeting and the next. It shall be held at such time and place as the Directors think fit.

33. Other general meetings

33.1 The Directors may call a general meeting at any time.

33.2 The Directors must call a general meeting if required to do so by the members under the Companies Acts.

34. Length of notice

All general meetings must be called by either:

34.1 at least 14 Clear Days' notice; or

34.2 shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the members.

35. Contents of notice

35.1 Every notice calling a general meeting must specify the place, day and time of the meeting and the general nature of the business to be transacted.

35.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

35.3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his, her or its rights to appoint another person as his, her or its proxy at a meeting of the Company.

35.4 If the Company gives an electronic Address in a notice calling a meeting, it will be deemed to have agreed that any Document or information relating to proceedings at the meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice).

36. Service of notice

Notice of general meetings must be given to every member, to the Directors, to any patron(s) and to the auditors of the Company.

37. Attendance and speaking at general meetings

The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

38. Quorum for general meetings

38.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.

38.2 The quorum shall be 15 persons entitled to vote on the business to be transacted (each being a member, an authorised representative of a Corporate Member or a proxy for a member).

- 38.3 If two or more persons are authorised representatives of the same Corporate Member they shall together count as one person for the purposes of Article 38.2.
- 38.4 If a quorum is not present within half an hour from the time appointed for the meeting:
- 38.4.1 the chair of the meeting may adjourn the meeting to such day, time and place (within 14 days of the original meeting) as he or she thinks fit; and
- 38.4.2 failing adjournment by the chair of the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such day (within 14 days of the original meeting), time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.
39. Chairing general meetings
- 39.1 The Chair (if any) or in his or her absence some other Director nominated by the Directors shall preside as chair of every general meeting.
- 39.2 If neither the Chair nor any Director nominated in accordance with Article 39.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting.
- 39.3 If no Director is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person, or via their authorised representative if a Corporate Member, or by proxy and entitled to vote must choose one of the members or authorised representatives of Corporate Members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting under this Article 39.3.
40. Attendance and speaking by Directors and non-members
- 40.1 Directors may attend and speak at general meetings, whether or not they are members.
- 40.2 The chair of the meeting may permit other persons who are not members of the Company (or otherwise entitled to exercise the rights of members in relation to general meetings) to attend and speak at a general meeting.
41. Adjournment
- 41.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- 41.1.1 the meeting consents to an adjournment; or

- 41.1.2 it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 41.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 41.3 When adjourning a general meeting, the chair of the meeting must:
  - 41.3.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
  - 41.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 41.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 Clear Days' notice of it:
  - 41.4.1 to the same persons to whom notice of the Company's general meetings is required to be given; and
  - 41.4.2 containing the same information which such notice is required to contain.
- 41.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

#### VOTING AT GENERAL MEETINGS

- 42. Voting: general
  - 42.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
  - 42.2 On a vote on a resolution at a meeting on a show of hands, unless a poll is duly demanded, a declaration by the chair of the meeting that the resolution:
    - 42.2.1 has or has not been passed; or
    - 42.2.2 passed with a particular majority;is conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. An entry in respect of such a declaration in minutes of the meeting recorded in accordance with Article 55 is also conclusive evidence of that fact without such proof.
  - 42.3 The Board of Directors may make such arrangements as they think fit to allow members to:
    - 42.3.1 vote in advance on any resolution on which a ballot is taken at a general meeting; and/or

- 42.3.2 vote by electronic means on any resolution on which a ballot is taken at a general meeting.
- 42.4 Any member entitled to vote on a poll may vote in advance of the meeting in such manner as the Board of Directors may direct, subject to the provisions of these Articles.
- 1.2 Votes cast in advance of a poll must be delivered in accordance with the provisions of these Articles in respect of the delivery of Proxy Notices.

#### 43. Votes

##### Votes on a show of hands

- 43.1 On a vote on a resolution which is carried out by a show of hands, the following persons have one vote each:
  - 43.1.1 each member present in person; and
  - 43.1.2 (subject to Article 48.3) each proxy present who has been duly appointed by one or more persons entitled to vote on the resolution; and
  - 43.1.3 each authorised representative of a Corporate Member present;

provided that if a person attending the meeting falls within two or more of the above categories, he or she is not entitled to cast more than one vote but shall instead have a maximum of one vote.

##### Votes on a poll

- 43.2 On a vote on a resolution which is carried out by a poll, the following persons have one vote each:
  - 43.2.1 every member present in person; and
  - 43.2.2 every member present by proxy (subject to Article 48.3); and
  - 43.2.3 every authorised representative of a Corporate Member (subject to Article 43.3) present.
- 43.3 On a vote on a resolution at a meeting which is carried out by a poll, if more than one authorised representative of a Corporate Member purports to vote on behalf of the same Corporate Member:
  - 43.3.1 if they purport to vote in the same way, they will be treated as having cast one vote between them; and
  - 43.3.2 if they purport to vote in different ways they are treated as not having voted.

## General

- 43.4 In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall not be entitled to a casting vote in addition to any other vote he or she may have.
- 43.5 No member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid.
44. Errors and disputes
- 44.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 44.2 Any such objection must be referred to the chair of the meeting whose decision is final.
45. Poll votes
- 45.1 A poll on a resolution may be demanded:
- 45.1.1 in advance of the general meeting where it is to be put to the vote; or
  - 45.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 45.2 A poll may be demanded by:
- 45.2.1 the chair of the meeting;
  - 45.2.2 the Directors;
  - 45.2.3 two or more persons having the right to vote on the resolution;
  - 45.2.4 any person, who, by virtue of being appointed proxy or authorised representative of a Corporate Member for one or more members having the right to vote on the resolution, holds two or more votes; or
  - 45.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 45.3 A demand for a poll may be withdrawn if:
- 45.3.1 the poll has not yet been taken; and
  - 45.3.2 the chair of the meeting consents to the withdrawal.
46. Procedure on a poll
- 46.1 Subject to the Articles, polls at general meetings must be taken when, where and in such manner as the chair of the meeting directs.



## Results

- 46.2 The chair of the meeting may appoint scrutineers (who need not be members) and decide how and when the result of the poll is to be declared.
- 46.3 The result of a poll shall be the decision of the meeting in respect of the resolution on which the poll was demanded.

## Timing

- 46.4 A poll on:
- 46.4.1 the election of the chair of the meeting; or
  - 46.4.2 a question of adjournment;
- must be taken immediately.
- 46.5 Other polls must be taken within 30 days of their being demanded.

A demand for a poll does not prevent a general meeting from continuing, except as regards the question on which the poll was demanded.

## Notice

- 46.6 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.
- 46.7 In any other case, at least 7 days' notice must be given specifying the time and place at which the poll is to be taken.

## 47. Proxies

### Power to appoint

- 47.1 A member (including a Corporate Member) is entitled to appoint another person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a meeting of the Company. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

### Manner of appointment

- 47.2 Proxies may only validly be appointed by a notice in Writing (a "Proxy Notice") which:
- 47.2.1 states the name and address of the member appointing the proxy;
  - 47.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 47.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and

- 47.2.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of general meeting to which they relate.
- 47.3 A proxy for a member representing an unincorporated organisation under Article 28.4 may be appointed by the member or by the organisation which he or she represents.
- 47.4 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 47.5 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 47.6 Unless a Proxy Notice indicates otherwise, it must be treated as:
- 47.6.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
- 47.6.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
48. Delivery of Proxy Notices
- 48.1 The Proxy Notification Address in relation to any general meeting is:
- 48.1.1 the registered office of the Company; or
- 48.1.2 any other Address or Addresses specified by the Company as an Address at which the Company or its agents will receive Proxy Notices relating to that meeting, or any adjournment of it, delivered in Hard Copy Form or Electronic Form; or
- 48.1.3 any electronic Address falling within the scope of Article 48.2.
- 48.2 If the Company gives an electronic Address:
- 48.2.1 in a notice calling a meeting;
- 48.2.2 in an instrument of proxy sent out by it in relation to the meeting; or
- 48.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;
- it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Article 47.2, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.
- Attendance of member
- 48.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting (including an authorised representative of a Corporate

Member) remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person (or the Corporate Member which they represent). If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

#### Timing

- 48.4 Subject to Articles 48.5 and 48.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned meeting to which it relates.
- 48.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 48.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:
- 48.6.1 received in accordance with Article 48.4; or
  - 48.6.2 given to the chair, Secretary (if any) or any Director at the meeting at which the poll was demanded.

#### Interpretation

- 48.7 Saturdays, Sundays, and Public Holidays are not counted when calculating the 48 hour and 24 hour periods referred to in this Article 48.

#### Revocation

- 48.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 48.9 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 48.9.1 the start of the meeting or adjourned meeting to which it relates; or
  - 48.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned meeting) the time appointed for taking the poll to which it relates.

#### Execution

- 48.10 If a Proxy Notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### 49. Amendments to resolutions

- 49.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:

- 49.1.1 notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours (excluding Saturdays, Sundays and Public Holidays) before the meeting is to take place (or such later time as the chair of the meeting may decide); and
- 49.1.2 the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- 49.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
  - 49.2.1 the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - 49.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 49.3 If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

## WRITTEN RESOLUTIONS

### 50. Written resolutions

#### General

- 50.1 Subject to this Article 50 a written resolution agreed by:
  - 50.1.1 members representing a simple majority; or
  - 50.1.2 (in the case of a special resolution) members representing not less than 75%;of the total voting rights of eligible members shall be effective.
- 50.2 On a written resolution each member shall have one vote.
- 50.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.
- 50.4 A members' resolution under the Companies Acts removing a Director or auditor before the expiry of his or her term of office may not be passed as a written resolution.

#### Circulation

- 50.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his, her or its agreement and the date by which the resolution must be passed if it is not to lapse.

- 50.6 In relation to a resolution proposed as a written resolution of the Company the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.
- 50.7 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.
- 50.8 Communications in relation to written resolutions must be sent to the Company's auditors in accordance with the Companies Acts.

#### Signifying agreement

- 50.9 A member signifies his, her or its agreement to a proposed written resolution when the Company receives from him, her or it (or from someone acting on his, her or its behalf) an authenticated Document:

50.9.1 identifying the resolution to which it relates; and

50.9.2 indicating the member's agreement to the resolution.

- 50.10 For the purposes of Article 50.9:

50.10.1 a Document sent or supplied in Hard Copy Form is sufficiently authenticated if it is signed by the person sending or supplying it; and

50.10.2 a Document sent or supplied in Electronic Form is sufficiently authenticated if:

(a) the identity of the sender is confirmed in a manner specified by the Company; or

(b) where no such manner has been specified by the Company, if the communication contains or is accompanied by a statement of the identity of the sender and the Company has no reason to doubt the truth of that statement.

- 50.11 If the Company gives an electronic Address in any Document containing or accompanying a written resolution, it will be deemed to have agreed that any Document or information relating to that resolution may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the Document).

### ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

#### 51. Communications by the Company

##### Methods of communication

- 51.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Company under the Articles or the Companies Acts may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or

required by any provision of that Act to be sent or supplied by the Company, including without limitation:

- 51.1.1 in Hard Copy Form;
  - 51.1.2 in Electronic Form; or
  - 51.1.3 by making it available on a website.
- 51.2 Where a Document or information which is required or authorised to be sent or supplied by the Company under the Companies Acts is sent or supplied in Electronic Form or by making it available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Companies Acts (and not revoked that agreement). Where any other Document or information is sent or supplied in Electronic Form or made available on a website the Directors may decide what agreement (if any) is required from the recipient.
- 51.3 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means which that Director has asked to be sent or supplied with such notices or Documents for the time being.
- Deemed delivery
- 51.4 A member present in person or by proxy or via their authorised representative if a Corporate Member at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called.
- 51.5 Where any Document or information is sent or supplied by the Company to the members:
- 51.5.1 where it is sent by first-class post it is deemed to have been received 48 hours (including Saturdays, Sundays, and Public Holidays) after it was posted;
  - 51.5.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
  - 51.5.3 where it is sent or supplied by means of a website, it is deemed to have been received:
    - (a) when the material was first made available on the website; or
    - (b) if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 51.6 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a member) may agree with the Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 hours.

## Failed delivery

- 51.7 Where any Document or information has been sent or supplied by the Company by Electronic Means and the Company receives notice that the message is undeliverable:
- 51.7.1 if the Document or information has been sent to a member or Director and is notice of a general meeting of the Company, the Company is under no obligation to send a Hard Copy of the Document or information to the member's or Director's postal address as shown in the Company's register of members or Directors, but may in its discretion choose to do so;
  - 51.7.2 in all other cases, the Company shall send a Hard Copy of the Document or information to the member's postal address as shown in the Company's register of members (if any), or in the case of a recipient who is not a member, to the last known postal address for that person (if any); and
  - 51.7.3 the date of service or delivery of the Documents or information shall be the date on which the original electronic communication was sent, notwithstanding the subsequent sending of Hard Copies.

## Exceptions

- 51.8 Copies of the Company's annual accounts and reports need not be sent to a person for whom the Company does not have a current Address.
- 51.9 Notices of general meetings need not be sent to a member who does not register an Address with the Company, or who registers only a postal address outside the United Kingdom, or to a member for whom the Company does not have a current Address.

## 52. Communications to the Company

The provisions of the Companies Acts shall apply to communications to the Company.

## 53. Secretary

A Secretary may be appointed by the Directors for such term, at such remuneration and upon such conditions as they may think fit, and may be removed by them. If there is no Secretary:

- 53.1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and
- 53.2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

## 54. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any

accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not specified in the notice.

55. Minutes

The Directors must cause minutes to be made:

- 55.1 of all appointments of officers made by the Directors;
- 55.2 of all resolutions of the Company and of the Directors (including, without limitation, decisions of the Directors made without a meeting); and
- 55.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the chair of the meeting at which the proceedings were had, or by the chair of the next succeeding meeting, shall, as against any member or Director of the Company, be sufficient evidence of the proceedings.

56. Records and accounts

56.1 The Directors shall comply with the requirements of the Companies Acts and of the Charities Act 2011 as to maintaining a members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies of:

- 56.1.1 annual reports;
- 56.1.2 annual returns; and
- 56.1.3 annual statements of account.

56.2 Except as provided by law or authorised by the Directors or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or Documents merely by virtue of being a member.

57. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

WINDING UP

58. Winding up

If the Company is wound up or dissolved, and after all its debts and liabilities have been satisfied there remains any property, it shall be paid to or distributed among the members of the Company in proportion to their contributions..



## SCHEDULE

### INTERPRETATION

#### Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

	Term	Meaning
1.1	<b>“Address”</b>	includes a postal or physical address and a number or address used for the purposes of sending or receiving Documents or information by Electronic Means;
1.2	<b>“Articles”</b>	the Company’s articles of association;
1.3	<b>“Chair”</b>	has the meaning given in Article 9.1;
1.4	<b>“Company”</b>	Trade Association Forum Limited;
1.5	<b>“Circulation Date”</b>	in relation to a written resolution, has the meaning given to it in the Companies Acts;
1.6	<b>“Clear Days”</b>	in relation to the period of a notice, that 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;
1.7	<b>“Companies Acts”</b>	the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.8	<b>“Connected”</b>	any company, partnership or firm of which a Director is a paid director, member, partner or employee, or shareholder holding more than 1% of the capital;
1.9	<b>“Co-opted Director ”</b>	a Director co-opted by the Directors in accordance with these Articles;
1.10	<b>“Corporate Member”</b>	has the meaning given in Article 28.5;
1.11	<b>“Director”</b>	a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.12	<b>“Document”</b>	includes summons, notice, order or other legal process and registers and includes, unless otherwise specified, any document sent or

Term	Meaning
	supplied in Electronic Form;
1.13 <b>“Elected Director”</b>	a Director elected by the members as provided by these Articles;
1.14 <b>“Electronic Form”</b> and <b>“Electronic Means”</b>	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.15 <b>“Hard Copy”</b> and <b>“Hard Copy Form”</b>	have the meanings respectively given to them in the Companies Act 2006;
1.16 <b>“Immediate Past Chair”</b>	the individual who was chair of the Board of directors prior to the Chair;
1.17 <b>“member(s)”</b>	means a company law member/company law members of the Company;
1.18 <b>“Memorandum”</b>	the Company’s Memorandum of Association;
1.19 <b>“Proxy Notice”</b>	has the meaning given in Article 47;
1.20 <b>“Proxy Notification Address”</b>	has the meaning given in Article 48;
1.21 <b>“Public Holiday”</b>	means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in the part of the United Kingdom where the company is registered;
1.22 <b>“Secretary”</b>	the secretary of the Company (if any);
1.23 <b>“Vice-chair”</b>	has the meaning given in Article 9.2; and
1.24 <b>“Writing”</b>	the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
2.	Subject to paragraph 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3.	Unless the context otherwise requires, words or expressions contained in the Articles which are not defined in paragraph 1 above bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles became binding on the Company.