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**ARTICLES OF ASSOCIATION – November 2019**

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THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

OF

THE BCI FORUM LIMITED (“THE COMPANY”)

**1. PRELIMINARY**

- 1.1. The regulations referred to in regulation 3, and set out in schedule 2, of The Companies (Model Articles) Regulations 2008 (“the Model Articles”) apply to the Company except to the extent that they are excluded and modified by these Articles, and are to the exclusion of all other regulations and articles.
- 1.2. The Company is a not for profit organisation. The aim of the Company is to increase awareness of business continuity management.
- 1.3. The registered office of the Company will be situated in England.

**2. DEFINED TERMS**

- 2.1. In these Articles, unless the context requires otherwise:

“**Act**” means the Companies Act 2006;

“**Articles**” means these articles of association and any reference to an “Article” is a reference to a particular provision contained in these Articles;

“**BCI**” means the Business Continuity Institute

“**BCI Chapter**” means an organising group that meets the requirements set out in clause C.5 of the BCI Byelaws, established in one or more countries with the approval of the board and that is under the authority of the Board. A BCI Chapter’s purpose is organising events and activities for BCI members in the area from which it draws its members;

“**Board**” means the board of Directors of the Company from time to time;

“**By-Laws**” means the by-laws of the Company from time to time;

**“Certified Members”** means people who have satisfied the requirements of Bylaw B1.1;

**“Chair of the Board”** has the meaning given in Bylaw C.4;

**“Companies Act”** means the Companies Act (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Company;

**“Contribution”** means with respect to each Member, the amount shown in the books of the Company as contributed to the capital of the Company from time to time;

**“Director”** means any director of the Company for the time being;

**“Document”** includes, unless otherwise specified, any document sent or supplied in Electronic Form;

**“Electronic Form”** has the meaning given in section 1168 of the Companies Act 2006;

**“Executive Director”** means the person occupying the position of head of the central office of the Company from time to time;

**“Ex officio”** shall be defined as "By right of office or position". Ex officio members of the Board, its' committees, Chapters or Regional Forums may actively participate at their discretion, but their participation is not mandatory. An ex officio member may not vote on any matter.

**“Honorary Members”** mean people who have satisfied the requirements of Bylaw B3;

**“Member”** has the meaning given in section 112 of the Companies Act 2006 and reference made in these Articles to “Members” or “Member” and encompasses all Certified Member(s), Non-Certified Member(s) and Honorary Member(s) of the Company unless otherwise specified;

**“Non-Executive Director”** means a Director not involved in the day to day operational activity of the Company and who brings independent judgment to bear on issues of strategy performance and resources of the Company;

**“Non-Certified Members”** means neither Honorary Members nor Certified Members;

**“Ordinary Resolution”** has the meaning given in section 282 of the Companies Act 2006;

**“Participate”**, in relation to a Board meeting, has the meaning given in Article 12;

**“Proxy Notice”** has the meaning given in Article 37;

**“Quorum”**. A quorum for the Board, its committees, groups or Chapter Boards shall be 50% of its membership plus one. If this is not an integer, it shall be rounded up to the nearest integer.

**“Special Resolution”** has the meaning given in section 283 of the Companies Act 2006;

**“Subsidiary”** has the meaning given in section 1159 of the Companies Act 2006; and

**“Vice-Chair of Board”** has the meaning given in Bylaw C4

**“Voting Member”** means a certified member holding one of the following grades, AMBCI, MBCI, Hon MBCI, AFBCI, FBCI, Hon FBCI;

**“Writing”** means 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.

**2.2.** Unless the context otherwise requires words or expressions which have particular meanings in the Model Articles or in the Act have the same meanings in these Articles.

### **3. BY-LAWS**

**3.1.** The Members and the Directors shall comply with the By-Laws.

### **4. MEMBERSHIP**

**4.1.** 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 they are a Member or one year after they cease to be a Member, for:

**4.1.1.** payment of the Company’s debts and liabilities contracted before they cease to be a Member,

**4.1.2.** payment of the costs, charges and expenses of winding up, and

**4.1.3.** adjustment of the rights of the contributories among themselves

**4.2.** There are 3 classes of Members:

**4.2.1.** Non-Certified Members;

**4.2.2.** Certified Members;

**4.2.3.** and Honorary Members.

**4.3.** The Members shall rank equally except as specifically set out in these Articles.

### **5. DIRECTORS’ GENERAL AUTHORITY**

**5.1.** Subject to these 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.

### **6. MEMBERS’ RESERVE POWER**

**6.1.** The Members may, by Special Resolution, direct the Directors to take, or refrain from taking, specified action.

**6.2.** No such Special Resolution invalidates anything which the Directors have done before the passing of the resolution.

## **7. DIRECTORS MAY DELEGATE**

- 7.1.** Subject to these Articles, the Directors may delegate any of the powers which are conferred on them under these Articles:
- 7.1.1.** to such person or committee;
  - 7.1.2.** by such means (including by power of attorney);
  - 7.1.3.** to such an extent;
  - 7.1.4.** in relation to such matters or territories; and
  - 7.1.5.** on such terms and conditions as they think fit.
- 7.2.** If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.
- 7.3.** The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

## **8. COMMITTEES AND COUNCILS**

- 8.1.** Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by Directors.
- 8.2.** The Directors may make rules of procedure for all or any committees, which prevail over rules derived from these Articles if they are not consistent with them.

## **9. DECISION-MAKING BY DIRECTORS**

- 9.1.** The Directors undertake to ensure no profit from the Company is paid or transferred directly or indirectly, by way of dividend, bonus or otherwise to any Member of the Company except on the winding up or dissolution of the Company. Provided that: nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Company or to any Member of the Company, in return for any services actually rendered to the Company, nor prevent the payment of interest at a reasonable commercial rate on money lent by any Member to the Company, or reasonable and proper rent for premises let by any Member of the Company.
- 9.2.** The general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision at a Board meeting or a decision taken in accordance with Article 10.
- 9.3.** If:
- 9.3.1.** the Company only has one Director, and

**9.3.2.** no provision of these Articles requires it to have more than one Director, the general rule does not apply, and the Director may take decisions without regard to any of the provisions of these Articles relating to Directors' decision-making

**9.4.** Proxy voting shall not be permitted at any Board meeting.

## **10. UNANIMOUS DECISIONS**

**10.1.** A decision of the Directors is taken in accordance with this Article when all eligible Directors indicate to each other by any means that they share a common view on a matter.

**10.2.** Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Director or to which each eligible Director has otherwise indicated agreement in writing.

**10.3.** References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Board meeting.

**10.4.** A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a Board meeting.

## **11. CALLING A BOARD MEETING**

**11.1.** The Chair of the Board or a quorum of the Directors may call a Board meeting by giving not less than 10 working days' notice of the Board meeting to the Directors, unless the Chair of the Board determines that it is necessary to convene more urgently, or by authorising the Company secretary (if any) to give such notice.

**11.2.** Notice of any Board meeting must indicate:

**11.2.1.** its proposed date and time;

**11.2.2.** where it is to take place; and

**11.2.3.** if it is anticipated that Directors participating in the Board meeting will not be in the same place, how it is proposed that they should communicate with each other during the Board meeting.

**11.3.** Notice of a Board meeting must be given to each Director in writing.

**11.4.** Directors can waive their entitlement to notice of a particular Board meeting by giving notice to that effect to the Company. This can be done even after the Board meeting has taken place, provided that their notice of waiver is given not more than 7 days after the date on which the Board meeting is held. Where such notice is given after the Board

meeting has been held, that does not affect the validity of the Board meeting, or any business conducted at it.

## **12. PARTICIPATION IN BOARD MEETINGS**

**12.1.** Subject to these Articles, Directors participate in a Board meeting, or part of a Board meeting, when:

**12.1.1.** the Board meeting has been called and takes place in accordance with these Articles, and

**12.1.2.** they can each communicate to the others any information or opinions they have on any particular item of the business of the Board meeting.

**12.2.** In determining whether Directors are participating in a Board meeting, it is irrelevant where any Director is or how they communicate with each other.

**12.3.** If all the Directors participating in a Board meeting are not in the same place, they may decide that the Board meeting is to be treated as taking place wherever any of them is.

**12.4.** The Directors may invite other persons who are not Directors to attend and speak at Board meetings. Any such person shall:

**12.4.1.** be allowed to speak at the Board meeting with the leave of the Chair of Board;

**12.4.2.** leave the Board meeting when requested to do so by the Chair of the Board and not be permitted to propose or second a motion nor vote on any matter.

**12.5.** Those present at a Board meeting may by a majority decision instruct the Chair of the Board to stand down for the remainder of the Board meeting, in which case the Vice-Chair of Board shall take the Chair of the Board for that Board meeting.

**12.6.** If the Chair of the Board is not participating in a Board meeting within 10 minutes of the time at which it was to start, the Vice-Chair of Board shall chair it. If the Chair of the Board and Vice-Chair of Board are not participating in a Board meeting within 10 minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

## **13. QUORUM FOR BOARD MEETINGS**

**13.1.** At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another Board meeting.

## **14. THE BOARD**

**14.1.** The Board shall comprise of not more than ten (10) Members, including ex-officio members. There shall be a minimum of one (1) Director at all times.

- 14.2.** Membership of the board shall at all times comprise of at least 1 more Voting Member than Non-Members.
- 14.3.** The Chair and Vice-Chair of the Board shall be Voting Members of the Company. No Board member, except for the Executive Director and Non-Executive Directors will be remunerated for their time.
- 14.4.** The Head of the Central Office (the Executive Director) shall be a member of the Board.
- 14.5.** The Board may appoint up to three (3) Non-Executive Directors. Each appointment shall be approved by a simple majority of Board Members and be for a three-year period, renewable for a second, three-year term up to a maximum of six (6) consecutive years. A Non-Executive Director may have their appointment terminated by a two-thirds majority vote of the other members of the Board. Non-Executive Directors will be remunerated for their time.
- 14.6.** The Board shall, by a majority decision of its own members, appoint a Voting Member as Vice-Chair of the Board (“Vice-Chair of Board”) at the first meeting of the Board after every other annual general meeting of the Company.

## **15. CASTING VOTE**

- 15.1.** If the numbers of votes for and against a proposal are equal, the Chair of the Board or Vice-Chair of Board as the case may be has a casting vote.
- 15.2.** But this does not apply if, in accordance with these Articles, the Chair of the Board or Vice-Chair of Board as the case may be is not to be counted as participating in the decision-making process for quorum or voting purposes.

## **16. CONFLICTS OF INTEREST**

- 16.1.** If a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the Company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 16.2.** But if Article 16.3 applies, a Director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 16.3.** This Article applies when:
  - 16.3.1.** the Company by Ordinary Resolution disapplies the provision of these Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;



- 16.3.2.**the Director’s interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
- 16.3.3.**the Director’s conflict of interest arises from a permitted cause.
- 16.4.** For the purposes of this Article, the following are permitted causes:
- 16.4.1.**a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Company or any of its subsidiaries;
- 16.4.2.**subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
- 16.4.3.**arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Company or any of its subsidiaries which do not provide special benefits for Directors or former Directors.
- 16.5.** For the purposes of this Article, references to proposed decisions and decision-making processes include any Board meeting or part of a Board meeting.
- 16.6.** Subject to Article 16.7, if a question arises at a Board meeting or of a committee of Directors as to the right of a Director to Participate in the Board meeting (or part of the Board meeting) for voting or quorum purposes, the question may, before the conclusion of the Board meeting, be referred to the Chair of the Board whose ruling in relation to any Director other than the Chair of the Board is to be final and conclusive.
- 16.7.** If any question as to the right to Participate in the Board meeting (or part of the Board meeting) should arise in respect of the Chair of the Board, the question is to be decided by a decision of the Directors at that Board meeting, for which purpose the Chair of the Board is not to be counted as participating in the Board meeting (or that part of the Board meeting) for voting or quorum purposes.

## **17. RECORDS OF DECISIONS TO BE KEPT**

- 17.1.** The Directors must ensure that the Company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the Directors.

## **18. DIRECTORS’ DISCRETION TO MAKE FURTHER RULES**

- 18.1.** Subject to these Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

## **19. METHODS OF APPOINTING DIRECTORS**

- 19.1.** Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:
- 19.1.1.** by Ordinary Resolution, or
  - 19.1.2.** by a decision of the Directors.
- 19.2.** In any case where, as a result of death, the Company has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Director.
- 19.3.** For the purposes of Article 19.2, where 2 or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

## **20. TERMINATION OF DIRECTORS' APPOINTMENT**

- 20.1.** No Director other than the Executive Director shall serve more than 6 years in total.
- 20.2.** A person ceases to be a Director as soon as:
- 20.2.1.** the term of their Directorship expires;
  - 20.2.2.** that person ceases to be a Director by virtue of any provision of the Companies Act 2006 or is prohibited from being a Director by law;
  - 20.2.3.** they have been declared bankrupt or has made an arrangement with or for the benefit of their creditors;
  - 20.2.4.** they receive a criminal conviction that results in a custodial sentence or is convicted of fraud, company law offences or other offenses involving dishonesty;
  - 20.2.5.** their BCI membership lapses (not applicable to the Executive Director or Non-executive directors);
  - 20.2.6.** they take a personal financial ownership interest or management role at an organisation that is a BCI Training Partner;
  - 20.2.7.** a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - 20.2.8.** a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;

**20.2.9.** by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;

**20.2.10.** notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms.

**20.2.11.** A Non-Executive Director may have their appointment terminated by a two thirds majority vote of the other Directors at a Board meeting. At any such Board meeting, the Non-Executive Director that is being proposed to be removed from office, shall not be entitled to vote at any such Board meeting.

## **21. ELIGIBILITY CRITERIA FOR APPOINTMENT TO THE BOARD**

**21.1.** Any Member who wishes to serve as a candidate for the Board must meet the following criteria in addition to the criteria outlined in the Bylaws

**21.1.1.** Be a Voting Member;

**21.1.2.** Not be an employee of the same organisation as any other current member of the BCI Board whose tenure extends beyond the date of the next election (For the purposes of this document, "company" includes all trading entities, divisions and business units of a parent organisation however structured along geographic or business lines. Where two (2) or more Directors are brought into contravention of this by-law by virtue of a merger or amalgamation of their employer companies or because of their changing employment then they will be permitted to continue on the Board for the remainder of the term of office.

**21.1.3.** Not be a resident of the same country as any other member of the BCI Board (excluding NEDs and ED);

**21.1.4.** Not have any personal financial ownership interest or management role in a BCI Training Partner at either a global or regional level;

**21.1.5.** Not be a declared bankrupt in their country of residence;

**21.1.6.** Not be the subject of a criminal conviction involving a custodial sentence, or convicted of offences (such as fraud or offences under company law), that have resulted in their disqualification as a director in their country of residence;

## **22. DIRECTORS' REMUNERATION**

**22.1.** Directors, who are entitled to remuneration, may undertake any services for the Company that the Directors decide.

- 22.2.** Subject to these Articles, a Director's remuneration may:
- 22.2.1.** take any form, and
  - 22.2.2.** include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director.
- 22.3.** Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.
- 22.4.** Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

### **23. DIRECTORS' EXPENSES**

- 23.1.** The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:
- 23.1.1.** meetings of Directors or committees of Directors,
  - 23.1.2.** general meetings, or
  - 23.1.3.** separate meetings of the holders of debentures of the Company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

### **24. APPLICATIONS FOR MEMBERSHIP, SUBSCRIPTIONS & FEES**

- 24.1.** No person shall become a member of the company unless—
- 24.1.1 that person has completed an application for membership in a form approved by the directors, and
  - 24.1.2 the directors have approved the application
- 24.2.** Annual subscriptions and any other fees shall be payable by Certified and Non-Certified Members. Such subscriptions may be reduced or waived at the discretion of the Board in exceptional circumstances.
- 24.3.** An entrance fee shall be payable at the time of application by persons applying for Certified membership. The Board shall have discretion to reduce or waive the entrance fee where it considers it fit.

**24.4.** Honorary Members shall pay no fees.

## **25. TERMINATION OF MEMBERSHIP**

**25.1.** A Member may withdraw from membership of the Company by giving 7 days' notice to the Company in writing.

**25.2.** Membership is not transferable.

**25.3.** A person's membership terminates when that person dies or ceases to exist.

## **26. CALLING A GENERAL MEETING**

**26.1.** The Chair of the Board or a quorum of the Directors may call a General meeting by giving not less than 8 weeks' notice of the General meeting to the eligible Members.

**26.2.** The Chair of the Board or a quorum of the Directors shall ensure that at least one General meeting each year is constituted as the Annual General Meeting

**26.3.** Notice of any General meeting must indicate

**26.3.1.** its proposed date and time; and

**26.3.2.** where it is to take place.

**26.4.** Notice of a General meeting must be given to each eligible Member, and must be in writing.

## **27. ATTENDANCE AND SPEAKING AT GENERAL MEETINGS**

**27.1.** Any member is able to attend and exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the general meeting, during the general meeting, any information or opinions which that person has on the business of the general meeting.

**27.2.** A person is able to exercise the right to vote at a general meeting when:

**27.2.1.** that person is eligible to vote, during the general meeting, on resolutions put to the vote at the general meeting, and

**27.2.2.** that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the general meeting.

**27.3.** 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.

**27.4.** In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

- 27.5.** Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that general meeting, they are (or would be) able to exercise them.

## **28. QUORUM FOR GENERAL MEETINGS**

- 28.1.** The quorum for general meetings shall be thirty (30) Voting Members.

## **29. CHAIRING GENERAL MEETINGS**

- 29.1.** The Chair of the Board shall chair general meetings if present and willing to do so.
- 29.2.** If the Chair of the Board is unwilling to chair the general meeting or is not present within ten minutes of the time at which the general meeting was due to start the Vice-Chair of the Board (“Vice-Chair of Board”) must chair the general meeting. If the Chair of the Board and Vice-Chair of Board are not participating in the general meeting within ten minutes of the time at which it was to start, the participating certified Members must appoint one of themselves by a simple majority from those present to chair it.
- 29.3.** The person chairing a general meeting in accordance with this Article is referred to as “the Chair of the General Meeting”.

## **30. ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-MEMBERS**

- 30.1.** Directors may attend and speak at general meetings, whether or not they are Members.
- 30.2.** The Chair of the General Meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

## **31. ADJOURNMENT**

- 31.1.** If the persons attending a general meeting within half an hour of the time at which the general meeting was due to start do not constitute a quorum, or if during a general meeting a quorum ceases to be present, the Chair of the General Meeting must adjourn it.
- 31.2.** The Chair of the General Meeting may adjourn a general meeting at which a quorum is present if:
- 31.2.1.** the general meeting consents to an adjournment, or
- 31.2.2.** it appears to the Chair of the General Meeting that an adjournment is necessary to protect the safety of any person attending the general meeting or ensure that the business of the general meeting is conducted in an orderly manner.
- 31.3.** The Chair of the General Meeting must adjourn a general meeting if directed to do so by the general meeting.
- 31.4.** When adjourning a general meeting, the Chair of the General Meeting must:

- 31.4.1.** 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
- 31.4.2.** have regard to any directions as to the time and place of any adjournment which have been given by the general meeting.
- 31.5.** If the continuation of an adjourned general 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 (that is, excluding the day of the adjourned general meeting and the day on which the notice is given)
- 31.5.1.** to the same persons to whom notice of the Company's general meetings is required to be given, and
- 31.5.2.** containing the same information which such notice is required to contain.
- 31.6.** No business may be transacted at an adjourned general meeting which could not properly have been transacted at the general meeting if the adjournment had not taken place.

## **32. RESOLUTIONS**

- 32.1.** All business that takes place at a General Meeting, including the Annual General Meeting, shall be considered Ordinary, unless specifically noted as Special.
- 32.2.** An Ordinary resolution is one used for routine business and passed by a simple majority of members eligible to vote. Examples include:
- 32.2.1.** Appointment of a Director
- 32.2.2.** Approval of the Company's annual accounts
- 32.3.** Anything that may be done by ordinary resolution may also be done by special resolution.
- 32.4.** In certain circumstances it may be necessary to file a copy of a resolution with Companies House according to the requirements of the Companies Act.
- 32.5.** A Special resolution is one which requires at least 75% of the votes cast by Voting members in favour for it to be passed Examples include:
- 32.5.1.** Amendment to the Articles of Association
- 32.5.2.** A change to the Company Name
- 32.5.3.** Removal of a Director from the Board
- 32.5.4.** Winding up the Company.
- 32.6.** All resolutions submitted shall be considered Ordinary unless the proposer identifies the resolution as Special

- 32.7.** Notwithstanding, the Board may at its discretion change the status of an Ordinary resolution to a Special resolution
- 32.8.** Resolutions may be tabled by:
- 32.8.1.** the Board, or
  - 32.8.2.** a Voting or Honorary Member. Only Voting and Honorary Members, who are not outstanding on any membership dues, are eligible to propose resolutions
- 32.9.** Resolutions must have:
- 32.9.1.** A Proposer
  - 32.9.2.** A Seconder
  - 32.9.3.** At least four (4) further supporters
- 32.10.** Resolutions must be submitted to the Company in writing, not less than 6 weeks before the date of the General Meeting.
- 32.11.** A submitted resolution will be considered by the Board and notified to the Members, provided that it is legally valid, at least four (4) weeks prior to the date of the General Meeting.
- 32.12.** Any resolution which in the opinion of the Board replicates a resolution tabled for the same general meeting may be deemed by the Board not to be acceptable and as such shall not be placed on the agenda for the general meeting. The proposer shall be informed in writing of the contents of the resolution that is considered to be equal in intent to the resolution deemed not acceptable.
- 32.13.** The Board at its discretion may issue a response (comment, stance, view, position or rebuttal) to any resolution, provided that such response is circulated to all members at the same time and in the same communication as the circulation of the resolution itself.

### **33. AMENDMENTS TO RESOLUTIONS**

- 33.1.** An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:
- 33.1.1.** 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 before the general meeting is to take place (or such later time as the Chair of the General Meeting may determine), and
  - 33.1.2.** the proposed amendment does not, in the reasonable opinion of the Chair of the General Meeting, materially alter the scope of the resolution.



- 33.2.** Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- 33.2.1.** the Chair of the General Meeting proposes the amendment at the start of the general meeting at which the resolution is to be proposed, and
  - 33.2.2.** the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 33.3.** If the Chair of the General Meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair of the General Meeting's error does not invalidate the vote on that resolution.

#### **34. VOTING AT GENERAL MEETINGS**

- 34.1.** Each Voting Member and Honorary Member shall be entitled to receive notice of, attend and vote at general meetings of the Company.
- 34.2.** The Certified and Non-Certified Members shall not be entitled to cast a vote at a General Meeting but they can receive notice of and attend general meetings of the Company.
- 34.3.** Only Voting and Honorary Members, who are not outstanding on any membership dues, are eligible to vote on resolutions.
- 34.4.** A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll (a recorded count) is duly demanded in accordance with these Articles.
- 34.5.** A resolution passed at a meeting on a show of hands is passed by a simple majority if it is passed by a simple majority of the votes cast by those entitled to vote
- 34.6.** An Ordinary resolution is passed by a simple majority.
- 34.7.** A Special resolution is passed by a majority of not less than 75% of votes cast by Voting members.

#### **35. ERRORS AND DISPUTES**

- 35.1.** No objection may be raised to the qualification of any person voting at a general meeting except at the general meeting or adjourned general meeting at which the vote objected to is tendered, and every vote not disallowed at the general meeting is valid.
- 35.2.** Any such objection must be referred to the Chair of the General Meeting whose decision is final.

#### **36. POLL VOTES**

- 36.1.** A poll (a recorded count) on a resolution may be demanded:
- 36.1.1.** in advance of the general meeting where it is to be put to the vote, or

- 36.1.2.** 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.
- 36.2.** A poll may be demanded by:
- 36.2.1.** the Chair of the General Meeting;
  - 36.2.2.** the Directors;
  - 36.2.3.** two or more persons having the right to vote on the resolution; or
  - 36.2.4.** a person or persons representing at least one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 36.3.** A demand for a poll may be withdrawn if:
- 36.3.1.** the poll has not yet been taken, and
  - 36.3.2.** the Chair of the General Meeting consents to the withdrawal.
- 36.4.** Polls must be taken immediately and in such manner as the Chair of the General Meeting directs.
- 36.5.** A resolution passed on a poll taken at a meeting is passed by a simple majority if it is passed by members representing a simple majority of the total voting rights of members who (being entitled to do so) vote in person or by proxy on the resolution.

### **37. CONTENT OF PROXY NOTICES**

- 37.1.** Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:
- 37.1.1.** states the name of the Member appointing the proxy;
  - 37.1.2.** identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
  - 37.1.3.** is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - 37.1.4.** is delivered to the Company in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 37.2.** The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 37.3.** 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.
- 37.4.** Unless a Proxy Notice indicates otherwise, it must be treated as:
- 37.4.1.** allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the general meeting, and

**37.4.2.** appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the general meeting itself.

**37.5.** The Company shall notify members on how to apply for a proxy vote at the same time, and in the same communication as members are notified of the time and place of the General Meeting and how to submit resolutions.

### **38. DELIVERY OF PROXY NOTICES**

**38.1.** A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that general 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.

**38.2.** An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.

**38.3.** A notice revoking a proxy appointment only takes effect if it is delivered before the start of the general meeting or adjourned general meeting to which it relates.

**38.4.** 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 appointer's behalf.

### **39. ADMINISTRATIVE ARRANGEMENTS - MEANS OF COMMUNICATION TO BE USED**

**39.1.** Subject to these Articles, anything sent or supplied by or to the Company under these Articles 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 or to the Company.

**39.2.** Subject to these 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 by which that Director has asked to be sent or supplied with such notices or Documents for the time being.

**39.3.** A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

### **40. COMPANY SEALS**

**40.1.** Any common seal may only be used by the authority of the Directors.

- 40.2.** The Directors may decide by what means and in what form any common seal is to be used.
- 40.3.** Unless otherwise decided by the Directors, if the Company has a common seal and it is affixed to a Document, the Document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 40.4.** For the purposes of this Article, an authorised person is:
- 40.4.1.** any Director of the Company;
  - 40.4.2.** the Company secretary (if any); or
  - 40.4.3.** any person authorised by the Directors for the purpose of signing Documents to which the common seal is applied.

#### **41. NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

- 41.1.** 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.

#### **42. AUDIT**

- 42.1.** In accordance with the provisions of the Act once, at least, in every year the accounts of the Company shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor or auditors.
- 42.2.** At every annual general meeting, the members confirm the appointment or re-appointment of the auditors.

#### **43. PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**

- 43.1.** The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries (other than a Director or former Director or shadow Director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Company or that Subsidiary.

#### **44. DIRECTORS' INDEMNITY**

- 44.1.** Subject to Article 43 a relevant Director of the Company or an associated Company may be indemnified out of the Company's assets against:
- 44.1.1.** any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company,

**44.1.2.** any liability incurred by that Director in connection with the activities of the Company or an associated Company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),

**44.1.3.** any other liability incurred by that Director as an officer of the Company or an associated company.

**44.2.** This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

**44.3.** In this Article—

**44.3.1.** companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate, and

**44.3.2.** a “relevant Director” means any Director or former Director of the Company or an associated company.

#### **45. DIRECTORS’ INSURANCE**

**45.1.** The Directors shall purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

**45.2.** In this Article:

**45.2.1.** a “relevant Director” means any Director or former Director of the Company or an associated company or any non-executive director,

**45.2.2.** a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the Company or associated company, and

**45.2.3.** companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate.

#### **46. DISSOLUTION OF THE COMPANY**

**46.1.** The Company shall continue until dissolved by a majority of the Board at a Board meeting specifically called for that purpose on not less than 28 days’ notice and confirmed by a Special Resolution at a general meeting of the Company specially convened for that purpose on not less than 28 days’ notice.

**46.2.** If upon the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any surplus available for distribution, the same shall be distributed to:

**46.2.1.** those persons registered as Members at the date of such winding up or dissolution of the Company (“Present Members”); and

**46.2.2.** those persons previously registered as Members up to five years prior to the winding up or dissolution of the Company (“Past Members”)

and such distribution shall be made pro rata to the amount of Contributions made by the Present Members and Past Members.

#### **47. ARTICLES**

**47.1.** If any provisions of the By-Laws of the Company at any time conflict with any provisions of these Articles, these Articles shall prevail and the Directors shall whenever necessary exercise all voting and other rights and powers available to them to procure the amendment, waiver or suspension of the relevant provision of the By-Laws of the Company to the extent necessary to permit the Company and its affairs to be administered as provided in these Articles.

**47.2.** Changes to the Articles must be adopted by a Special Resolution at a general meeting when 75% of the Members present at the meeting who are eligible to vote must approve the Special Resolution.