

15/31 July 2015

FINAL VERSION OF NEW

ARTICLES OF ASSOCIATION

OF

SERVICE MANAGEMENT ASSOCIATION LIMITED

with trading style 'ITSMF UK'

**(adopted by a special resolution of the Company Directors
in their capacity as members
on 15th July 2015)**

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Company number: 2661244

THE COMPANIES ACT 2006

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

OF

SERVICE MANAGEMENT ASSOCIATION LIMITED

1. Name of Company and Meaning of Words

1.1 The name of the Company is Service Management Association Limited.

1.2 In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:-

1.3

| Words | Meanings |
|-----------------|---|
| Act | the Companies Acts 1985, 1989 and 2006 (to the extent in force) including any statutory modification or re-enactment thereof from time to time; |
| Articles | these Articles of Association; |
| Board | the Board of Directors of the Company; |
| Chair | the Chair of the Board of Directors or any person discharging the functions of the Chair; |
| Clear Days | in relation to a period of notice, the period excluding the day on which notice is given or deemed to be given and the date of the event to which the notice relates; |
| Company | the company regulated by these Articles; |
| Company Members | the members of the Company for the purposes of the Act; |
| Directors | directors of the Company (who shall also be Company Members) and who shall manage the business of the Company; |
| General Meeting | a meeting of the Company Members (usually face-to-face) called and held in accordance with the Act and these Articles; |

| | |
|--------------------|--|
| Month | calendar month; |
| Objects | the Objects of the Company as defined in Article 3; |
| Office | the registered office of the Company; |
| Regulations | any bylaws, rules, standing orders or regulations made in accordance with these Articles; |
| Signed | shall include faxes of signatures and other forms of authentication that are permitted by law; |
| Subscriber Members | organisations - both incorporated and unincorporated - together with eligible individuals - who support the Company's general aims and use or participate in its services/activities and who pay an annual subscription to the Company in order to do so. Subscriber Members have the rights granted by these Articles to attend and speak at the Company's 'annual forum' meeting, and to elect Directors as provided by these Articles, but no other rights under the Act; |
| United Kingdom | Great Britain and Northern Ireland; and |
| in Writing | written, printed or lithographed or partly one and partly another, and other ways of showing and reproducing words in a visible form including by e-mail, or fax (to the extent legally permissible). |

- 1.4 Words in the singular form include the plural and vice versa.
- 1.5 The words "person" or "people" include corporations and unincorporated associations, and the words "he", "his" and "him" shall include the female equivalent.
- 1.6 Apart from the words defined above, any words or expression defined in the Act will have the same meanings in these Articles, provided they are consistent with the subject or context.
- 1.7 Headings are not part of the Articles.

2. Registered Office

2.1 The registered office of the Company will be in England and Wales.

3. Objects of the Company

3.1 The objects of the Company (the "Objects") are to promote best practice in all aspects of service management, particularly in the field of information technology, including:

3.1.1 provide a network for organisations and people to exchange, share and develop knowledge, experience, ideas and opinion regarding the field of service management;

3.1.2 promote research, education and dissemination of good/best practice techniques and policies in the field of service management;

3.1.3 define, promote, uphold and advance standards of competence, conduct, education, training, qualification and career development for people working in the field of service management;

3.1.4 represent and defend the interests of the service management sector, including developing positive relations with major stakeholder groups relevant to service management;

3.1.5 foster good understanding, co-operation, integration and collaboration across different parts of the service management sector;

3.1.6 develop and represent coordinated views on appropriate policies and other issues to regulatory bodies, governments and other institutions relevant to the service management sector; and

3.1.6 undertake any other related commercial activities.

4 Powers of the Company

4.1 The Company has the power to do anything, including the power to borrow and charge its assets, which a company with unrestricted objects has and which may be conducive to the promotion of the Objects.

5. Use of income and property

5.1 The income and property of the Company shall be applied solely towards the promotion of the Objects and no part of it shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to members of the Company except as permitted below under 'Allowed Payments'.

6. Allowed Payments

6.1 The Company may pay:-

6.1.1 reasonable and proper payment to any Company Member, Subscriber Member, servant, employee including a senior executive appointed to the Board, professional or other adviser of the Company for any goods or services supplied to the Company;

- 6.1.2 reasonable interest on the money lent by any Company Member or Subscriber Member or Director;
- 6.1.3 reasonable out-of-pocket expenses to any Company member or Subscriber Member or Director;
- 6.1.4 reasonable and proper rent of premises demised or let by any Company member or Subscriber Member or Director;
- 6.1.5 reasonable and proper premiums in respect of any indemnity insurance policy taken out for the benefit of the Directors;
- 6.1.6 any payment to a Director under the indemnity provisions in the Articles of Association.

7. Directors' remuneration

7.1 In exceptional circumstances a Director may receive payment for the provision of services or goods to the Company agreed to by all the Directors, subject to the provisions in the rest of article 7:

7.1.1 The Directors agree - in the absence of the relevant Director and any person connected to him or her - the maximum amount to be paid for their services to the Company;

7.1.2 The Director shall enter into an appropriate written contract detailing the services or goods to be provided and containing proper provisions to protect the Company including the method of calculating payments and the maximum amount of total payment; and

7.1.3 The Board approves the contract by a vote in favour of at least 75% of the Directors present ignoring the Director to whom it applies;

7.1.4 At the time of approval no more than one other Director is in receipt of such payments.

7.2 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.

8. Limited Liability

8.1 The liability of Company Members is limited.

9. Guarantee by Company Members

9.1 Each Company Member undertakes that, if the Company is wound up while he is a Company Member, or within one year after he ceases to be a Company Member, he will contribute a sum not exceeding £1 to the assets of the Company for:-

- 9.1.1 payment of the debts and liabilities of the Company contracted before he ceases to be a Company Member;

- 9.1.2 payment of the costs, charges and expenses of winding up; and
- 9.1.3 adjustment of the rights of the contributories among themselves.

10. Indemnity of Directors

10.1 To the extent permitted by law from time to time, but without prejudice to any indemnity to which a Director or other officer may otherwise be entitled, the Company shall indemnify every Director or other officer out of the assets of the Company against all costs and liabilities incurred by him which relate to anything done or omitted or alleged to have been done or omitted by him as a Director or other officer, except that no Director may be entitled to be indemnified:

- 10.1.1 for any liability incurred by him to the Company or any associated company of the Company (as defined by the Act for these purposes);
- 10.1.2 for any fine imposed in criminal proceedings;
- 10.1.3 for any sum payable to a regulatory authority by way of a penalty in respect of non-compliance with any requirement of a regulatory nature howsoever arising;
- 10.1.4 for any liability which he has incurred in defending any criminal proceedings in which he is convicted and such conviction has become final;
- 10.1.5 for any liability which he has incurred in defending any civil proceedings brought by the Company or an associated company in which a final judgment has been given against him; and
- 10.1.6 for any liability which he has incurred in connection with any application under the Act in which the court refuses to grant him relief and such refusal has become final.

10.2 To the extent permitted by law from time to time, the Company shall provide funds to every Director or other officer to meet expenditure incurred or to be incurred by him in any proceedings (whether civil or criminal) brought by any party which relate to anything done or omitted or alleged to have been done or omitted by him as a Director or officer, provided that he will be obliged to repay such amounts no later than:

- 10.2.1 if he is convicted in proceedings, the date when the conviction becomes final; or
- 10.2.2 if judgment is given against him in proceedings, the date when the judgment becomes final; or
- 10.2.3 if the court refuses to grant him relief on any application under the Act, the date when refusal becomes final.

11. Conflicts of Interest

11.1 To the extent required by law every Director shall fully disclose to the Board the circumstances giving rise to any conflict or potential conflict including any direct or indirect interest in a proposed or existing transaction.

- 11.2 Where the duty of a Director to avoid a situation in which he has or can have a direct or indirect interest or duty that conflicts or possibly may conflict with the interests of the Company including a wish or duty to exploit any property, information or opportunity (as specified by section 175(1) of the Companies Act 2006) would otherwise be infringed in relation to a particular situation, transaction or arrangement, the duty is not infringed if the procedure set out below is followed:
- 11.2.1 the matter in relation to which that duty exists has been proposed to the Directors at a meeting of the Directors and has been authorised by them; and
 - 11.2.2 any requirement as to the quorum of such meeting is met without counting the Director in question, or any other interested Director, subject to Articles 11.3 and 11.4; and
 - 11.2.3 the matter was agreed to without any such Director voting, or would have been agreed to if the vote of any such Director had not been counted, subject to Articles 11.3 and 11.4.
- 11.3 In such a conflict of interest situation (including any authorisation of non-disclosure of information), where there are insufficient unconflicted Directors present at the meeting to constitute a quorum, the unconflicted Directors present shall be deemed to constitute a quorum for the purposes of authorising the conflict under Article 11.2 and the manner of dealing with the conflict, provided that:
- 11.3.1 they may only give such authorisation where they are satisfied that the conflicted Director or Directors will not receive any direct or indirect benefit other than one permitted by these Articles; and
 - 11.3.2 the total number of Directors at the meeting (whether conflicted or unconflicted) is equal to or higher than the quorum of the Board.
- 11.4 In the event that all of the Directors present at the Board meeting are conflicted in respect of a particular conflict of interest situation, the conflicted Directors present at a meeting may authorise the conflict and the manner of dealing with the conflict and shall constitute a quorum for the purposes of such authorisation, provided that they satisfy the requirements set out in Article 11.3.1 and 11.3.2 above.
- 11.5 The duty to deal with conflicts referred to in Article 11.2 applies in the case of the exploitation of property, information or opportunity even if the Company is not taking, or could not take, advantage of the opportunity.
- 11.6 The Directors shall observe the other duties and rules in the Act, and such other rules as the Board adopts, as to the management of conflicts of duty or interest.
- 11.7 The Board may by resolution passed in the manner set out in this Article, authorise a Director not to disclose to the Board confidential information relating to a conflict of interest provided that it may not authorise the withholding of information relating to a direct or indirect personal benefit for the Director.
- 11.8 Nothing contained in this Article shall authorise a Director to receive any benefit not permitted elsewhere in these Articles.

12. Rights of Inspection

- 12.1 A copy of the Articles and any Regulations / bylaws must be available for inspection by the Company Members and Subscriber Members at the Office or at a single alternative inspection location if applicable. Any Company or Subscriber Member who requests a copy of the Articles of Association must be sent a copy.

13. Company Membership

- 13.1 All the Directors shall automatically become Company Members and their names shall be entered into the Company's register of Company Members.
- 13.2 Company Membership shall not be open to any person other than the Directors.

14. Subscriber Members

- 14.1 The Board may establish classes of non-Company membership – including Subscriber Members - with such description and with such rights and obligations (including without limitation the obligation to pay a subscription) as the Board thinks fit, and may admit and remove such members in accordance with Regulations made by the Board, provided that such members shall not be members of the Company for the purposes of the Articles or the Act.

15. Registers of Company and Subscriber Members

- 15.1 The Company must keep at the Office a register of Company Members showing their name, postal address and dates of becoming and ceasing to be a Company Member
- 15.2 The Company must keep a separate register of Subscriber Members and any other membership class, which shall include similar information as required for Company Members and further details needed to provide a service to Subscriber Members. For the avoidance of doubt, the register of Subscriber Members shall not be available for inspection by Subscriber Members or members of the public.
- 15.3 Subject to any restrictions permitted by the Act, the register of Company Members is available for inspection by the Company Members without charge and any other person on payment of a fee prescribed by the Company, subject to any maximum fee imposed by law. Subject to the Act, where a person seeks to inspect the register, the Company must within five working days either comply with the request or apply to the Court for permission not to comply with the request.

16. No transfer of Membership

- 16.1 None of the rights of any Company Member or Subscriber Member may be transferred or transmitted to any other person.

17. Ending of Membership

- 17.1 A Company Member stops being a Company Member if he ceases to be a Director. Subscriber Members stop being Subscriber Members as set out in the company's Regulations/bylaws or as determined by the Board.

18. Annual General Meetings

- 18.1 The Company may, but need not, hold an 'annual general meeting' for Company Members in addition to any other general meeting in a calendar year. The annual general meeting must be specified as such in the notices calling it.
- 18.2 All general meetings except annual general meetings are called general meetings.
- 18.3 An annual general meeting or a general meeting must be called and carried out in accordance with the Act.

19. Calling of other General Meetings

- 19.1 The Board may call a general meeting whenever they wish. Such a meeting must also be called if not less than five per cent of the Company Members of the Company request it in accordance with the Act.

20. Notice of General Meetings

- 20.1 An annual general meeting or a general meeting must be called by giving at least 14 Clear Days' notice in Writing (for the purposes of this Article "in Writing" includes notice given by website in accordance with Article 54.4). Such notices must specify the place, date, time and the general nature of any business and, in the case of a special resolution the exact wording of the resolution must be set out in the notice. The notice must also include a statement informing the members of their right to appoint a proxy to exercise their rights to attend, speak and vote at the meeting. Notice of the meeting must be given to everyone entitled by these Articles to receive it and must be given in accordance with these Articles. A meeting may be held on shorter notice if it is agreed by not less than 90 per cent. of the Company Members entitled to attend and vote at it.
- 19.2 An 'Annual Forum' shall be held for the Subscriber Members at least every 12 months and such meeting shall be held in accordance with the bylaws of the Company as the Board may determine from time to time.

21. Quorum for General Meetings

- 21.1 Business may be transacted at a general meeting only if a quorum of Company Members is present when the meeting begins to deal with its business. A quorum is half of the Company Members, whether present in person or by proxy.

22. Adjournment if no Quorum

- 22.1 If the meeting is called by the demand of the Company Members, it must be dissolved if, within half an hour after the appointed starting time, a quorum is not present. If called in any other way, the meeting may be adjourned to another day, time and place as the Board may decide. Articles 24.2 and 24.3 shall apply to such an adjourned meeting.

22.2 If no quorum is present at the adjourned meeting within half an hour of the appointed starting time, the member or members present at that time shall constitute the quorum for that meeting.

23. Chairman of a General Meeting

23.1 The Chair (if any) of the Board should normally preside as chairman at every general meeting of the Company. If there is no Chair, or if he is not present within 15 minutes after the appointed starting time or is unwilling to take the chair, the Board shall select the chairman of the meeting and in default the Company Members at the meeting shall select a chairman.

24. Adjournment of a General Meeting

24.1 The chairman of the meeting may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place.

24.2 No business may be transacted at any adjourned meeting except business left unfinished at the meeting from which the adjournment took place.

24.3 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as for the original meeting. Apart from that, it is not necessary to give any notice of an adjourned meeting nor of the business to be done at it.

25. Voting on Resolutions

25.1 At any general meeting a resolution put to the vote of the meeting is decided by a show of hands by members unless a poll is demanded (before or after the result of the show of hands is declared). A poll may be demanded by the chairman of the meeting or a member, save that no poll may be demanded on the election of a chairman of a meeting or on any question of adjournment. Company Members may vote by proxy.

25.2 Company Members may appoint a proxy who need not be a Company Member. The proxy may be appointed by the Company Member to exercise all or any of the Company Member's rights to attend, speak, vote and demand a poll at a meeting of the Company.

26. Proxies

26.1 A person holding a proxy may vote on any resolution.

26.2 An instrument appointing a proxy shall be in Writing executed by or on behalf of the appointer and shall be in the form set out below or in any usual or common form or in such other form as the Directors may approve. If the appointer does not direct the proxy how to vote on a particular resolution, the proxy may vote as he thinks fit. The instrument of proxy shall, unless the contrary is stated in such instrument of proxy, be valid for any adjournment of the meeting as well as for the meeting to which it relates. The instrument appointing a proxy and any authority under which it is executed shall be deposited at the Office or at such other place or with such other

- 27.2.2 nominations Signed by a Subscriber Member or a Company Member must be submitted in Writing to the Company no later than 42 Clear Days before the date of the relevant general meeting;
- 27.2.3 ballot papers or directions for electronic voting shall be sent to all the Subscriber Members no later than 21 Clear Days before the date of the relevant general meeting;
- 27.2.4 the ballot papers or directions for electronic voting shall include details of the deadline by which ballots must be returned to the Company or electronic votes cast and shall inform the Subscriber Members if they have the choice as to whether to cast their votes electronically or by post;
- 27.2.5 the counting of the ballots will take place at or prior to the relevant general meeting but after the deadline referred to in Article 27.2.4 above;
- 27.2.6 the election of such directors shall be carried by a simple majority of the votes cast and in case of equality of votes the Chair shall decide between those candidates by lot, and proceed as if the candidate on whom the lot falls had received an additional vote; and
- 27.2.7 if the vote of any Subscriber Member voting by post or electronically is uncertain or spoilt, or if doubt arises as to the intention of the Member so voting the Chair shall have an absolute discretion to reject the vote.

28. Declaration of chairman is final

- 28.1 Unless a poll is demanded, the chairman of the meeting's declaration that a resolution has been carried by a particular majority or lost on a show of hands and an entry saying so in the minute book is conclusive evidence of the result. The number or proportion of the votes need not be entered in the minute book.
- 28.2 The demand for a poll may be withdrawn.

29. When a poll is taken

- 29.1 Polls will be taken whenever the chairman of the meeting says so. Business which is not the subject of a poll may be dealt with before, during or after the poll.
- 29.2 The chairman of the meeting will decide how a poll will be taken. The result of a poll will be treated as a resolution of the meeting.

30. Voting and Speaking

- 30.1 Every Company Member including the chairman of the meeting (if he is a Company Member) has one vote at general meetings. The chairman of the meeting has a casting vote at general meetings.
- 30.2 The auditor or reporting accountant has the right to attend general meetings and to speak at general meetings on any part of the business of the meeting which concerns him as auditor or reporting accountant.
- 30.3 A Director shall have the same rights as Company Members to attend and speak at general meetings but shall not be entitled to vote at general meetings, save in his capacity as a Company Member.

31. Written Agreement to Resolution

31.1 Except in the case of a resolution to remove a Director or the auditors before the expiry of their term, Company Members may pass a valid resolution without a meeting being held. But for the resolution to be valid:

31.1.1 it must be in Writing;

31.1.2 in the case of a special resolution it must be stated on the resolution that it is a special resolution, and it must be Signed by at least 75 per cent. of all those Company Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

31.1.3 in the case of an ordinary resolution it must be Signed by a majority of all those Company Members (or their duly authorised representatives) entitled to receive notice of and to attend general meetings;

31.1.4 it may consist of two or more documents in identical form Signed by the Company members; and

31.1.5 the passing of the resolution must comply with any other requirements of the law from time to time.

31.2 A written resolution is passed when the required majority of eligible Company Members have signified their agreement to it.

31.3 A written resolution passed in accordance with this Article 30 has effect as if passed by the Company in general meeting.

32. Management by the Board

32.1 The business of the Company is managed by the Board. They may use all powers of the Company which are not, by the Act or by these Articles, required to be used by a general meeting of the Company.

33. The Keeping of Minutes

33.1 The Board must have a record of minutes:-

33.1.1 of all appointments of officers by the Board;

33.1.2 of the names of the Directors present at each of its meetings and of any committee of the Board; and

33.1.3 of all resolutions and proceedings at all meetings of:

(a) The Company Members passed at General Meetings of the Company or by written resolutions;

(b) The Board; and

(c) Committees of the Board.

34. Size & Make-up of the Board

- 34.1 The Board is to consist of not more than twelve persons:
- 34.1.1 not more than three persons elected by the Subscriber Members;
 - 34.1.2 not more than three persons appointed by the Board;
 - 34.1.3 the CEO (or similar title) of the company shall be an ex officio member of the Board;
 - 34.1.4 the Chair, Deputy Chair and Treasurer who shall be appointed by the Board; and
 - 34.1.5 the Board shall also be entitled to co-opt up to two further persons, at any time, including possibly a second employed senior executive of the Company, as co-optees. Such individuals shall have full voting rights at Board meetings and shall count towards the quorum of the Board. A co-opted Board member shall serve only up to the next annual general meeting (and if an annual general meeting is not held in the year following their appointment they shall serve until the last Board meeting held in the calendar year following their co-option) and may then be re-co-opted or elected or appointed to the Board.
- 34.2 The term of office for both Directors elected by the Subscriber Members and appointed by the Board shall be a period of two years from their date of appointment. At the end of their term, a Director may be re-elected or re-appointed. The maximum continuous period for being a Director shall be four consecutive terms (equal to a continual period total of eight years) but, within that overall limit, the maximum continuous period for a Director holding the role of either Chair or Vice Chair is four years (two consecutive terms of two years).

35. Appointment of members of the Board

- 35.1 The Company Members at a general meeting or by written resolution may exceptionally extend by a further one year the term of any Director or let any Director serve for this extra period beyond the maximum number of terms, to enable continuity on the Board.
- 35.2 No person under the age of 18 may be appointed as a Director.
- 35.3 No person may be appointed, elected or co-opted as a Director if they are employed by an organisation which also employs an existing Director. This restriction shall include groups of companies and any other form of holding organisation and its subsidiary.

36. Notification of change of members of the Board to the Registrar of Companies

- 36.1 All appointments, retirements or removals of Directors and the Company Secretary (if appointed) must be notified to the Registrar of Companies.

37. Ending of Board Membership

- 37.1 A Director ceases to hold office if he:-

- 37.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or
- 37.1.2 becomes barred from membership of the Board because of any order made under the Act, the Company Directors Disqualification Act 1986 (or any regulations made under it); or
- 37.1.3 is considered by the Board to have become incapable whether mentally or physically of managing his own affairs and a majority of the other Directors resolve that he must cease to hold office; or
- 37.1.4 resigns the office by notice in writing to the Company but only if at least three Directors will remain in office when the resignation takes effect; or
- 37.1.5 is absent from three consecutive meetings of the Directors and it is resolved by a majority of the other Directors to remove him; or
- 37.1.6 breaches his duties under the Act and in particular the duties for the proper management of conflicts of interest and the Board resolves to remove him by a resolution by 75 per cent. of the other Directors present and voting at a meeting and that prior to such a meeting the Director in question has been given written notice of the intention to propose such a resolution at the meeting; or
- 37.1.7 is removed from office under Article 37; or
- 37.1.8 is removed from office by a resolution of at least 75 per cent. of the other Directors present and voting at a Board meeting at which at least half of the serving Directors are present provided that prior to such a meeting the Director in question has been given written notice of the intention to propose such a resolution at the meeting; or
- 37.1.9 dies.
- 37.1.10 during the first six months from the date of appointment, election or co-option a Director may be removed from office by a resolution of at least 50% of the other Directors present and voting at a Board meeting at which at least half the serving Directors are present.

38. Meetings of the Board

- 38.1 The Board may meet, adjourn and run its meetings as it wishes, subject to the rest of these Articles.
- 38.2 Questions arising at any meeting must be decided by a majority of votes. Every Director has one vote including the Chair. If the votes are equal, the Chair has a second or casting vote.
- 38.3 The Company, if requested by the Chair or a Director must summon a meeting of the Board.

38.4 Meetings may be held in person, by telephone, or by suitable electronic means agreed by the Board in which all participants may communicate with all other participants.

39. Officers of the Board

39.1 The Board is to include at least three designated Officer roles: Chair, Vice Chair and Treasurer. Such roles are to be appointed by the Board from among the Directors. Appointment or ending of an appointment shall be effected by a Board resolution passed by a simple majority at a Board meeting at which two thirds of the Directors are present. Although preferable, it is not essential for a Chair to have previously served in the role of Vice Chair.

40. Quorum for the Board

40.1 The quorum necessary for business to be done at a Board meeting is a third of the Directors and where one third does not produce a whole number the quorum shall be the next lower whole number. A Director shall not be counted in the quorum at a meeting in relation to a resolution on which he is not entitled to vote. This is subject to Article 11.

41. Board's Right to Act Despite Vacancies on the Board

41.1 The Board may act despite any vacancy on the Board, but if the number of Directors falls below the quorum, it may act only to summon a general meeting of the Company.

42. A Resolution may be Approved by Signature Without a Meeting

42.1 A resolution in Writing Signed by all of the Directors or any committee is as valid as if it had been passed at a properly held meeting of the Board or committee. The resolution may consist of several documents in the same form Signed by one or more members of the Board or committee.

43. Validity of Acts Done at Meetings

43.1 If it is discovered that there was some defect in the procedure at a meeting or the appointment of a Director or that he was disqualified, anything done before the discovery is as valid as if there were no defect or disqualification.

44. Delegation by the Board

44.1 The Board may delegate the administration of any of its powers to individual Directors or committees of Directors and any such Director or committee must conform to any rules that the Board imposes on it.

44.2 The Board may co-opt any person or people who are not Directors to serve on a committee.

44.3 All acts and proceedings of the committee or Directors must be reported to the Board as soon as possible

45. Chair of Committees

45.1 A committee may elect a chair of its meetings if the Board does not nominate one.

- 45.2 If at any meeting the committee's chair is not present within 10 minutes after the appointed starting time, the committee members present may choose one of their number to be chairman of the meeting.

46. Meetings of Board Committees

- 46.1 A committee may meet and adjourn whenever it chooses.
- 46.2 Questions at the meeting must be decided by a majority of votes of the committee members present. In the case of an equality of votes, the chairman of the committee meeting shall have a casting vote.
- 46.3 A committee (as opposed to a non-Board task or working group) must have minutes entered in minute books.
- 46.4 If it is discovered that there was some defect in the procedure at a meeting of a committee, or in the appointment of a committee member, anything done before such discovery at any meeting of the committee is as valid as if there were no defect.

47. Appointment and Removal of the Company Secretary

- 47.1 The Board may but, subject to the Act, need not appoint a Company Secretary and may decide his period of office, pay and any conditions of service, and may remove him from office.

48. Honorary Officers

- 48.1 The Board may define particular honorary positions e.g. Honorary President, Honorary Vice President, Patron and numbers of such roles as it judges appropriate and appoint or remove any person or persons to such roles on terms and conditions it thinks fit. Such posts are honorary only and carry no vote or other rights.

49. Proper Accounts must be Kept

- 49.1 Accounts shall be prepared in accordance with the Act.

50. Books must be Kept at the Office

- 50.1 The accounts must be kept at the Office or at other places decided by the Board. The accounts must always be open to inspection by Directors.

51. Inspection of Books

- 51.1 A member who is not a Director may only inspect the accounts or a document of the Company if the right is given by law or authorised by the Directors or a general meeting.

52. Accounts and Returns

- 52.1 The Board must, for each financial year, send a copy of its annual accounts and reports (or summary financial statements where appropriate) to every person who is entitled to receive notice of general meetings.

- 52.2 Copies need not be sent to a person for whom the Company does not have a current address (as defined in Companies Act 2006 or subsequent legislation).
- 52.3 The deadline for sending out the accounts and reports (or summary financial statements) is as follows:
- 52.3.1 the deadline for filing the Company's accounts and reports (or summary financial statements) with Companies House, as prescribed by the Companies Act 2006; or
 - 52.3.2 if earlier, the date on which the Company actually files the accounts and reports (or summary financial statements) with Companies House.
- 52.4 To the extent required by law, the Board must file the accounts and reports (or summary financial statements) with Companies House within any deadlines specified by law.

53. Appointment of Reporting Accountants or Auditors

- 53.1 The Company must appoint properly qualified reporting accountants or properly qualified auditors if the level of the Company's income or assets from time to time makes this a legal requirement.

54. Service of Notices

- 54.1 The Company may give notices, accounts or other documents to any member either:
- 54.1.1 personally; or
 - 54.1.2 by delivering them or sending them by ordinary post to the member's registered address; or
 - 54.1.3 if the member has provided the Company with a fax number, by sending them by fax to that member. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
 - 54.1.4 if the member has provided the Company with an e-mail address, by sending them by e-mail to that address. This is subject to the member having consented to receipt of the notice, documents or accounts in this way, where this is a legal requirement; or
 - 54.1.5 in accordance with the provisions for communication by website set out below.

If the member lacks a registered postal address within the United Kingdom, the notice, accounts or documents may be sent to any postal address within the United Kingdom which he has given the Company for that purpose or in accordance with Article 54.1.1, 54.1.3, 54.1.4 or 54.1.5 above. However, a member without a registered postal address in the United Kingdom who has not provided a postal

address in the United Kingdom for that purpose, shall not be entitled to receive any notice, accounts or other documents served by the Company, irrespective of whether they have consented to receiving notices by email or fax.

If a notice, accounts or other documents are sent by post, they will be treated as having been served by properly addressing, pre-paying and posting a sealed envelope containing them. If sent by fax or email they will be treated as properly sent if the Company receives no indication that they have not been received.

- 54.2 If sent by post in accordance with this Article, the notice, accounts or other documents will be treated as having been received 48 hours after the envelope containing them was posted if posted by first class post and 72 hours after posting if posted by second class post. If sent by fax or email, the notice, accounts or other documents will be treated as having been received 24 hours after having been properly sent.
- 54.3 The Company may assume that any fax number or e-mail address given to it by a member remains valid unless the member informs the Company that it is not.
- 54.4 Where a member has informed the Company in Writing of his consent, or has given deemed consent in accordance with the Act, to receive notices, accounts or other documents from the Company by means of a website, such information will be validly given if the Company sends that member a notification informing him that the documents forming part of the notice, the accounts or other documents, may be viewed on a specified website. The notification must provide the website address, and the place on the website where the information may be accessed and an explanation of how it may be accessed. If the information relates to a general meeting the notification must state that it concerns a notice of a general meeting and give the place, date and time of the meeting. The notice must be available on the website throughout the notice period until the end of the meeting in question.

55. Accidental Omission of Notice

- 55.1 Sometimes a person entitled to receive a notice of a meeting does not receive it because of accidental omission or some other similar reason. This does not invalidate the proceedings of that meeting.

56. Who is Entitled to Notice of General Meetings

- 56.1 Notice of every general meeting must be given to:-
- 56.1.1 every Company member (except those members who lack a registered postal address within the United Kingdom and have not given the Company a postal address for notices within the United Kingdom);
 - 56.1.2 the reporting accountants or auditor of the Company;
 - 56.1.3 all Directors; and
 - 56.1.4 any Honorary President or other honorary position.
- 56.2 No one else is entitled to receive notice of general meetings.

57. Regulations or Bylaws

- 57.1 The Board may make such regulations, by-laws or standing orders as it sees fit. These must not be inconsistent with the Articles or such that they would otherwise need to be made by a special resolution. No regulation may be made which invalidates any prior act of the Board which would otherwise have been valid. In particular, the Board may prescribe in such regulations further detail regarding the criteria and benefits applying to Subscriber member categories and rules and procedures to apply for the election or appointment of persons to the Board.

58. Winding-up of the Company

- 58.1 A general meeting may decide at any time to dissolve the Company. If the Company is wound up or dissolved, and there remains any property after all debts and liabilities have been met, the property must be given or transferred to some other organisation or organisations with similar objects to the Objects of the Company, to be chosen by the Directors of the Company.

59. Alterations to these Articles

- 59.1 Alterations to these Articles may only be made by a special resolution at a general meeting of the Company Members or by a written special resolution of the Company Members. A special resolution will be validly passed at a general meeting if the Company gives the Company Members at least 14 Clear Days' notice of the intention to pass a special resolution at the meeting and at least 75 per cent. of those voting at the meeting vote in favour of the resolution. Such a special resolution may be passed on shorter notice if 90 per cent. of the total number of Company Members having the right to vote agree to such short notice.