

**THE COMPANIES ACT 2006**  
**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**of**

**PUBLIC RELATIONS AND COMMUNICATIONS ASSOCIATION LIMITED**

**Adopted by General Meeting held on 28 September 2023**

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## **PART 1 – INTRODUCTION**

### **1 PRELIMINARY**

- 1.1 The model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229) as amended prior to the date of adoption of these Articles shall apply to the Association save in so far as they are excluded or varied hereby.

### **2 DEFINITIONS**

- 2.1 In these Articles, the following definitions shall have the meaning ascribed to them, unless the context otherwise requires:

<b>Advisory Board</b>	Each board of the General Council named in 7.1.2(c) and any other board designated as such from time to time.
<b>Annual General Meeting</b>	Has the meaning given in Article 14.1.
<b>Articles</b>	The articles of association of the Association, including the Schedules hereto.
<b>Associate Members</b>	Has the meaning given in Article 6.
<b>Association</b>	Public Relations and Communications Association Limited.
<b>Board Chair</b>	Has the meaning given in Article 17.3.
<b>Board Meeting</b>	A meeting of the Management Board.
<b>Bye-Laws</b>	The Bye-Laws of the Association adopted and amended from time to time in accordance with Article 12.
<b>Codes of Conduct</b>	Codes of conduct for the time being adopted and applying to the Members, as may be from time to time amended in accordance with these Articles and <b>Relevant Code of Conduct</b> shall mean the particular Code applied to the particular class of Member from time to time.
<b>Companions</b>	Has the meaning given in Article 6.
<b>Company Members</b>	Has the meaning given in Article 6.
<b>Director</b>	A director of the Association, and includes any person occupying the position of Director, by whatever name called.
<b>Document</b>	Includes, unless otherwise specified, any document sent or supplied in electronic form.
<b>Fellows</b>	Has the meaning given in Article 6

<b>General Council</b>	The Company Members or such of them as are, via their authorised representatives, present at a duly convened and quorate General Meeting.
<b>General Meeting</b>	A meeting of the Company Members.
<b>General Meeting Chair</b>	Has the meaning given in paragraph 6.1 of Schedule 1.
<b>Honorary Officers</b>	The Honorary President and Honorary Vice-President.
<b>Honorary President and Honorary Vice-President</b>	The officers of those names referred to in Article 13.
<b>Industry</b>	The public relations, public affairs and communications industry.
<b>Management Board</b>	The Directors or such of them as are present at a duly convened and quorate meeting of the Directors.
<b>Members</b>	The Company Members, Professional Members, Associate Members and any other class of members of the Association created from time to time pursuant to Article 5.1, and <b>Membership</b> and <b>Member</b> shall be construed accordingly.
<b>Membership Committee</b>	The membership committee of the General Council, whose purposes are set out in Article 9.
<b>Nominations Committee</b>	The nominations committee of the General Council, whose purposes are set out in Article 11.
<b>Objects</b>	The objects of the Association set out in Article 3.
<b>Principal Act</b>	The Companies Act 2006 and any statutory modification or re-enactment of that Act for the time being in force.
<b>Professional Board</b>	Each board of the General Council named in Article 7.1.2(b) and any other board designated as such from time to time.
<b>Professional Members</b>	Has the meaning given in Article 6.
<b>Registered Office</b>	The registered office of the Association.
<b>Register</b>	The register of Company Members.
<b>Roll</b>	The roll of Professional Members.
<b>Sole Trader</b>	A self-employed person.
<b>Standards</b>	Has the meaning given in Article 3.

<b>Standards Committee</b>	The standards committee of the General Council (including for the purposes of determining complaints under the Codes of Conduct, a panel comprising a sub-set of the members of the Committee) whose purposes are set out in Article 10.
<b>Steering Committee</b>	The steering committee of the General Council, whose purposes are set out in Article 8.
<b>Sub-committee</b>	Each Sub-committee of the General Council named in Article 7.1.2(a) and any other Sub-committee of General Council designated as such from time to time.
<b>Written or 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.

- 2.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Principal Act as in force on the date when these Articles become binding on the Association.

## **PART 2 – OBJECTS AND POWERS, LIABILITY OF COMPANY MEMBERS**

### **3 OBJECTS AND POWERS**

- 3.1 The Objects are to promote the Industry to government, regulators and the market including but not limited to through:
- 3.1.1 setting professional and ethical standards (collectively the **Standards**) for the Members and operating as the arbiter of those Standards through a regime consisting of Codes of Conduct and associated procedures to hold Members to account;
  - 3.1.2 offering a range of education and development activity to the Members in support of the Standards; and
  - 3.1.3 promoting the adoption of the Standards across the Industry internationally and reinforcing the leading role of the Industry in the United Kingdom.
- 3.2 The Association has the power to do anything which is calculated to further its Objects or is conducive or incidental to doing so.

### **4 LIABILITY OF COMPANY MEMBERS**

- 4.1 The liability of the Company Members is limited to a sum not exceeding £1, being the amount that each Company Member undertakes to contribute to the assets of the Association in the event of its being wound up while it is a Company Member or within one year after it ceases to be a Company Member, for:
- 4.1.1 payment of the Association's debts and liabilities incurred before it ceases to be a Company 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.

## **PART 3 - MEMBERSHIP**

### **5 GENERAL PRINCIPLES**

- 5.1 The General Council may establish different classes of Membership, prescribe their respective privileges and duties and, via the Steering Committee, set the amounts of any subscriptions and other levies (including setting different amounts within a class of Membership), and determine whether those subscriptions and other levies are capable of payment by instalment. Subject to this there shall be the following three classes of Membership:
- 5.1.1 Company Members;
  - 5.1.2 Professional Members; and
  - 5.1.3 Associate Members.
- 5.2 A Member shall pay on admission and thereafter on demand such subscription and other levies as the Steering Committee shall from time to time determine and for this purpose the Management Board shall each year recommend to the Steering Committee the maximum levels of subscription or other levy for each class of Member for the forthcoming year.
- 5.3 The Management Board shall be responsible for managing the process and timing of reviewing applications for and admission to Membership.

### **6 CLASSES OF MEMBER**

#### **Company Members**

- 6.1 Company Members shall:
- 6.1.1 be included on the Register;
  - 6.1.2 pay such subscription and levies as may be determined from time to time by the Steering Committee;
  - 6.1.3 (if by the date of the notice of General Meeting they have paid all amounts due by way of subscription or other levies so determined) be entitled to receive notice of, attend, speak and vote at General Meetings;
  - 6.1.4 be subject to the Relevant Codes of Conduct and the procedures, findings and sanctions determined by the Standards Committee; and
  - 6.1.5 be entitled to use the term "Registered Public Relations Consultancy", "Registered Communications Consultancy", "Registered Public Affairs Consultancy" or such other or additional post-nominal title(s) as the Membership Committee may establish from time to time and to display the logo of the Association in all their internal and external communications.
- 6.2 Admission as a Company Member is open to any body corporate, partnership or sole trader which:
- 6.2.1 is interested in promoting the Objects;
  - 6.2.2 fulfils any other criteria for admission as a Company Member (**Company Membership Criteria**) in force for the time being and as amended from time to time; and
  - 6.2.3 pays such Membership subscription or levy as may be required.

- 6.3 The Membership Committee shall be responsible for approving the Company Membership Criteria, including any amendments thereto, and approving the form to be used by an applicant for admission as a Company Member.
- 6.4 Every Company Member shall deliver to the Association on written request made annually a declaration in writing in such form as the Management Board shall require which shall be placed on the Register. The declaration shall include a confirmation from the Company Member of the number of its employees (including self-employed persons), and partners where applicable, whose job description or role is wholly or mainly focused on services provided by the Industry. A Company Member shall:
- 6.4.1 ensure that all such employees and partners as soon as possible register to become Professional Members;
  - 6.4.2 have arrangements in place to ensure compliance by those employees and partners once Professional Members, with the Relevant Code, these Articles and the Bye-Laws; and
  - 6.4.3 during the Membership year, inform the Association in writing in such form as the Management Board shall require, as soon as there is any change in the number of such employees or partners.
- 6.5 Company Membership is not transferrable.
- 6.6 Company Membership shall be terminated if the Company Member concerned:
- 6.6.1 gives written notice of resignation to the Association lodged at or sent to the Management Board at the Registered Office, provided that:
    - (a) such notice of resignation must be received by the Management Board no later than the expiry of the ninth month in that Company Member's Membership year; and
    - (b) if such notice of resignation is received later in that Company Member's Membership year, then a further annual subscription will be due before the resignation can take effect;
  - 6.6.2 is wound up, dissolves or otherwise ceases to exist provided that, in the case of a Company Member which is a partnership, a change in the membership of the partnership shall not, in of itself, be deemed to constitute a winding up, dissolution or a cessation of existence;
  - 6.6.3 after written application to pay has been made to it, is more than six months in arrears in paying the relevant subscription or other levy (but in such a case the Company Member may be reinstated on payment of the amount due or, special cases, by resolution of the Membership Committee);
  - 6.6.4 after written application to deliver the declaration referred to in Article 6.4 has been made to it, is more than six months late in delivering that declaration; or
  - 6.6.5 is removed from Company Membership by the Standards Committee, provided that:
    - (a) no such removal shall be effective unless the Company Member is given notice of and has first been afforded the opportunity to attend and speak before the Standards Committee (including through an authorised representative);
    - (b) the removal is approved by not less than two-thirds of the votes cast at the Standards Committee; and
    - (c) if the Standards Committee approves the removal of Company Membership, the Company Member shall have the right to appeal the Standards Committee's decision to the Membership Committee. The Membership Committee may overturn or uphold



the Standards Committee's decision, in whole or in part, and may substitute any other finding or sanction that the Standards Committee could come to or impose,

save that, in all the above circumstances, where the Company Member remains subject to an ongoing complaint under the Relevant Code, then the Company Member shall be deemed to remain a Member solely for those purposes and until such time as the Standards Committee or Membership Committee in the case of an appeal, determines that the complaint is resolved.

- 6.7 A Company Member shall, upon admission to the Association, provide written notice to the Management Board of the person(s) who will act as its authorised representative(s) for all purposes including General Meetings, provided that only one authorised representative will be entitled to vote on behalf of a Company Member on resolutions put to the General Council. A Company Member may from time to time notify the Management Board of any change to its authorised representative(s). An authorised representative must be a Professional Member.

### **Professional Members**

- 6.8 Professional Members shall:

- 6.8.1 be included on the Roll;
- 6.8.2 be entitled to such benefits as the Membership Committee may from time to time determine;
- 6.8.3 be subject to the Relevant Code of Conduct; and
- 6.8.4 be entitled to use the term "Member of the Public Relations and Communications Association", "MPRCA" or such other or additional post-nominal title(s) as the Membership Committee may establish from time to time,

but shall not be entitled to receive notice of, attend, speak or vote at General Meetings (in their capacity as Professional Members).

- 6.9 Admission as a Professional Member is for all employees of a Company Member or sole trader (who is themselves a Company Member) who fulfils any other criteria for admission as a Professional Member (**Professional Membership Criteria**) in force for the time being and as amended from time to time.
- 6.10 The Membership Committee shall be responsible for approving the Professional Membership Criteria, including any amendments thereto, and approving the form of application to be used for admission as a Professional Member. Every Professional Member shall deliver to the Association on written request made annually a declaration in writing in such form as the Management Board shall require which shall be placed on the Roll.
- 6.11 Professional Membership is not transferrable.
- 6.12 Professional Membership shall be terminated if:
- 6.12.1 the Professional Member:
    - (a) ceases to be an employee of a Company Member; or
    - (b) changes their job description or role such that they are no longer wholly or mainly focused on services provided by the Industry;
  - 6.12.2 the Company Member (which is the employer of the Professional Member) ceases to be a Company Member;

- 6.12.3 they are a sole trader and they cease to be a Company Member; or
- 6.12.4 is removed from Professional Membership pursuant to the Relevant Code of Conduct

save that, in all the above circumstances, where the Professional Member remains subject to an ongoing complaint under the Relevant Code, then the Professional Member shall be deemed to remain a Member solely for those purposes and until such time as the Standards Committee or Membership Committee in the case of an appeal, determines that the complaint is resolved.

- 6.13 If a Professional Member's Membership is terminated pursuant to Article 6.12 (other than pursuant to Article 6.12.4)) and they no longer remain eligible to be a Professional Member, the former Professional Member may apply to become an Associate Member.

### **Associate Members**

- 6.14 Associate Members shall:

- 6.14.1 Be included on a list established by the Management Board;
- 6.14.2 be entitled to exercise such rights as the Membership Committee may from time to time determine;
- 6.14.3 pay such subscription and levies as may be determined from time to time by the Steering Committee;
- 6.14.4 be subject to the Relevant Code of Conduct; and
- 6.14.5 be entitled to use the term "APRCA" or such other or additional post-nominal title(s) as the Membership Committee may establish from time to time,

but shall not be entitled to receive notice of, attend, speak or vote at General Meetings (in their capacity as Associate Members).

- 6.15 Admission as an Associate Member is open to any person (not otherwise being a Company Member or a Professional Member) who carries on business connected in some way with the Industry and fulfils any other criteria for admission as an Associate Member (**Associate Member Criteria**) in force for the time being and as amended from time to time.
- 6.16 The Membership Committee shall be responsible for approving the Associate Member Criteria, including any amendments thereto, and approving the form to be used by an applicant for admission as an Associate Member.
- 6.17 Associate Membership is not transferrable.
- 6.18 Associate Membership shall be terminated if the Associate Member:
  - 6.18.1 is wound up, dissolves or otherwise ceases to exist provided that, in the case of an Associate Member which is a partnership, a change in the membership of the partnership shall not, in of itself, be deemed to constitute a winding up, dissolution or a cessation of existence;
  - 6.18.2 after written application to pay has been made to it, is more than six months in arrears in paying the relevant subscription (but in such a case the Associate Member may be reinstated on payment of the amount due or by resolution of the Management Board (or a Sub-committee thereof established in accordance with these Articles) in special cases); or
  - 6.18.3 is removed as an Associate Member pursuant to the Relevant Code of Conduct.

save that, in all the above circumstances, where the Associate remains subject to an ongoing complaint under the Relevant Code, then the Associate shall be deemed to remain a Member solely for those purposes and until such time as the Standards Committee or Membership Committee in the case of an appeal, determines that the complaint is resolved.

### **Fellows and Companions**

- 6.19 In pursuit of establishing the highest possible standards the Association will recognise leaders in the Industry through the bestowal of the title “Fellow” and “Companion” where these leaders have held to and exemplified the Standards. Any bestowal of either title shall be for life. The procedures governing these awards shall be set out in the Bye-Laws.
- 6.20 Subject to this, a Fellow or Companion shall be entitled to use the term “Fellow” or “Companion” (as the case may be) or such other or additional post-nominal title(s) as the Membership Committee (for Fellows) or Steering Committee (for Companions) may establish from time to time and to display the logo of the Association in all their internal and external communications, but shall not in their capacity as Fellows or Companions be entitled to receive notice of, attend, speak or vote at General Meetings (and may only do so in their capacity as Members).

## **PART 4 – GOVERNANCE**

### **7 GENERAL**

7.1 The Association is governed as follows:

- 7.1.1 The General Council reserves to itself (or via the relevant Sub-committee) the decision-making in respect of:
- (a) any matters which require the approval of the Company Members pursuant to the Principal Act including any amendments to these Articles;
  - (b) any matters which require the approval of the Company Members pursuant these Articles;
  - (c) the election of the Honorary Officers;
  - (d) the establishment of Sub-committees, Professional Boards, Advisory Boards, Networks, Interest Groups, and regional activities (via the Steering Committee), and any overseas activity of the Association;
  - (e) the appointment of individuals recommended by the Nominations Committee to Sub-committees, Professional Boards and Advisory Boards (via the Steering Committee);
  - (f) the appointment of the Management Board and scrutiny of the work of the Management Board (in each case via the Steering Committee on the recommendation of the Nominations Committee);
  - (g) the appointment of the Association’s auditors and their remuneration; and
  - (h) the establishment of public policy positions (via the Steering Committee).
- 7.1.2 As at the date these Articles become binding on the Association, there shall be:
- (a) four standing **Sub-committees** (the Steering Committee, the Membership Committee, the Standards Committee and the Nominations Committee);

- (b) two standing **Professional Boards** (the Public Affairs Board and the PR & Communications Board); and
- (c) five standing **Advisory Boards** (the Climate Advisory Board, the Education Advisory Board, the Equality & Inclusion Advisory Board, the Global Advisory Board and the Race & Ethnicity Advisory Board).

7.2 Except as set out in the Bye-Laws, Sub-committees, Professional Boards and Advisory Boards must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions of the Management Board (with appropriate modifications in terminology to make them appropriate for the relevant Sub-committee, Professional Board or Advisory Board). In addition, the relevant Sub-committee, Professional Board or Advisory Board may make rules of procedure for itself (including terms of reference) but these rules of procedure must be consistent with these Articles and the Governance Bye-Laws.

## **8 STEERING COMMITTEE**

8.1 The purposes of the Steering Committee are to:

- 8.1.1 hold and exercise the General Council's retained powers on policy, the establishment of Sub-committees, Professional Boards, Advisory Boards, Networks, Interest Groups, and regional activities and the appointment to its Sub-committees;
- 8.1.2 act on behalf of General Council as the body that scrutinises the work of the Management Board by considering and if thought fit approving the Management Board's strategy and annual plans for the Association and associated financial delegations including any re-forecasting required. Where a financial commitment is required outside of the agreed budget or forecast then the Steering Committee will act as the point of authorisation;
- 8.1.3 approve any amendments to the Governance Bye-Laws pertaining to the composition of method of appointment to any of the Sub-committee, Professional Board or Advisory Board;
- 8.1.4 determine the maximum levels of subscription or other levy for each class of Member for the forthcoming year (on the recommendation of the Management Board); and
- 8.1.5 act as the point of co-ordination across the Association.

8.2 The composition, operation and decision-making of the Steering Committee shall be set out in the Bye-Laws and any accompanying terms of reference.

## **9 MEMBERSHIP COMMITTEE**

9.1 The purposes of the Membership Committee are to:

- 9.1.1 assess eligibility for Company Membership;
- 9.1.2 allocate the appropriate voting rights to each Company Member;
- 9.1.3 decide on removal of Membership for non-payment of any subscription or levy due from a Member; and
- 9.1.4 hear appeals further to the appeal rights set out in the Bye-Laws, from a Member following a decision of the Standards Committee.

9.2 The composition, operation and decision-making of the Membership Committee shall be set out in the Bye-Laws and any accompanying terms of reference.

## 10 STANDARDS COMMITTEE

- 10.1 The purposes of the Standards Committee are to:
- 10.1.1 determine the Codes of Conduct;
  - 10.1.2 determine the procedure (to be published and available on the website), whereby any complaints under the Codes of Conduct are to be investigated and decided upon, including where appropriate the imposition of any sanction; and
  - 10.1.3 decide upon any such complaints and impose, where appropriate, any sanction.
- 10.2 The composition, operation and decision-making of the Standards Committee shall be set out in the Bye-Laws and any accompanying terms of reference.

## 11 NOMINATIONS COMMITTEE

- 11.1 The purposes of the Nominations Committee are to:
- 11.1.1 undertake such processes as may be set out in the Bye-Laws for the calling for applications from, interviewing of, and recommending of, individuals for appointment to such offices and roles as may be set out in these Articles or the Bye-Laws; and
  - 11.1.2 if no such process(es) are set out in the Bye-Laws, determine in its absolute discretion the process(es) to be followed.
- 11.2 The composition, operation and decision-making of the Nominations Committee shall be set out in the Bye-Laws and any accompanying terms of reference.

## 12 BYE-LAWS

- 12.1 The Bye-Laws of the Association shall be as follows:
- 12.1.1 **Governance Bye-Laws** are associated with Membership of the Association, and the General Council and its proceedings, and require approval of a majority of votes at a General Meeting (other than in relation to Article 8.1.3, which shall require the approval of the Steering Committee).
  - 12.1.2 **Regulatory Bye-Laws** are associated with the regulation of Members, and shall require approval of the Standards Committee by simple majority.
  - 12.1.3 **Management Bye-Laws** are associated with the Management Board and management of the Association's subsidiaries from time to time, and shall require the approval of the Management Board. Changes to Management Bye-Laws approved by the Management Board shall be reported back to the next General Meeting at which point the Company Members may overturn those changes (but without prejudice to any act undertaken pursuant to the Management Bye-Laws since the changes were made but before the General Meeting took place).
- 12.2 The Bye-Laws in force for the time being will be published on the Association's website and the website will be updated as soon as reasonably practicable following any amendment of the Bye-Laws.

## 13 HONORARY OFFICERS

- 13.1 The General Council will elect annually at its Annual General Meeting from among the authorised representatives of the Company Members two Honorary Officers who will serve from the end of that meeting to the end of the following Annual General Meeting. These Honorary Officers will be an **Honorary President** and **Honorary Vice-President** and the procedure for nomination and selection of the Honorary Officers shall be set out in the Bye-Laws.

- 13.2 The Honorary Officers will chair the General Meetings and, if present, meetings of the Sub-committees in accordance with these Articles and the Bye-Laws, and will represent the Association at major public events.

## **PART 5 - GENERAL MEETINGS**

### **14 ANNUAL GENERAL MEETING**

- 14.1 The Association shall hold a General Meeting as its **Annual General Meeting** in every calendar year no later than ten months after the end of the previous financial year. Subject to this, the Management Board, shall determine the date and arrangements for the Annual General Meeting.
- 14.2 The notice of the Annual General Meeting shall specify it as being the Annual General Meeting. A copy of the agenda for the Annual General Meeting together with all documents needed to transact the business referred to in Article 14.3 shall accompany the notice.
- 14.3 At the Annual General Meeting, the General Council shall:
- 14.3.1 receive the annual report of the Honorary President;
  - 14.3.2 receive the annual report of the Steering Committee;
  - 14.3.3 receive the annual report from the Standards Committee;
  - 14.3.4 receive the annual report of the Management Board (including the reports from its Sub-committees);
  - 14.3.5 receive the annual report and accounts of the Association for the previous financial year, together with a report from the Chief Executive and hear from the Association's auditors;
  - 14.3.6 consider and if thought fit vote to agree the appointment and remuneration of the Association's auditors;
  - 14.3.7 vote on any appointments recommended to the General Council by the Nominations Committee;
  - 14.3.8 review and endorse any changes made to the Bye-Laws by the Management Board;
  - 14.3.9 consider and if thought fit vote to approve any resolutions put forward for its consideration.
- 14.4 Any resolutions for debate must be sent in advance to the Management Board in writing no later than 28 days before the date of the meeting. Resolutions will only be tabled for discussion if they are supported by Company Members representing at least 20% of the total available votes that can be cast by Company Members on any vote put before the General Council or if they have been agreed by the Steering Committee.
- 14.5 The report of the Association's auditors shall be open to inspection and be read before the Annual General Meeting.

### **15 CALLING OF AND PROCEEDINGS AT GENERAL MEETINGS**

- 15.1 The calling of and proceedings at General Meetings (including the Annual General Meeting) will be governed by Schedule 1.

## **PART 6 - THE MANAGEMENT BOARD**

### **16 GENERAL AUTHORITY AND ABILITY TO DELEGATE**

- 16.1 Subject to these Articles, the Directors are responsible for the management of the Association's business, for which purpose they may exercise all the powers of the Association. The Management Board shall consult the Professional Boards and Advisory Boards on strategy and annual plans.
- 16.2 The Company Members may, by special resolution, direct the Directors to take, or refrain from taking, specified action. No such special resolution invalidates anything which the Directors have done before the passing of the special resolution.
- 16.3 Subject to these Articles, the Directors may delegate any of the powers which are conferred on them under the articles:
- 16.3.1 to such person or committee;
  - 16.3.2 by such means (including by power of attorney);
  - 16.3.3 to such an extent;
  - 16.3.4 in relation to such matters or territories; and
  - 16.3.5 on such terms and conditions,
- as they think fit. If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated. The Directors may revoke any delegation in whole or part, or alter its terms and conditions.
- 16.4 Without prejudice to the ability of the Directors to delegate pursuant to Article 16.3, the Management Board will form an audit, risk and remuneration committee and designate a chair for that committee.
- 16.5 Except as set out in the Bye-Laws, 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. In addition, the Directors may make rules of procedure for all or any committees, but these rules of procedure must be consistent with these Articles and the Governance Bye-Laws.

### **17 APPOINTMENT OF DIRECTORS**

- 17.1 Subject to any decision of the Steering Committee, the maximum number of Directors shall be 11 and the minimum number of Directors shall be three. Where there are more than four Directors, two of their number shall be independent of the Industry. All other Directors shall be executive Directors or Professional Members.
- 17.2 Any person who is willing to act as a Director, and is permitted by law to do so, may, on the recommendation of the Nominations Committee, be appointed to be a Director by the Steering Committee, or, if Article 17.5 applies, by a decision of the Directors.
- 17.3 A Director's term of office is two years (or such shorter period of time as the Steering Committee may in its absolute discretion determine, in order to establish the principle of rotation) and a Director may serve three such terms consecutively. Upon the expiry of a Director's third term, that person may not be re-appointed as a Director for six years.
- 17.4 The Management Board, on the recommendation of the Nominations Committee and with the approval of the Steering Committee, may appoint one such Director to act as chair of the Management Board for a period of two years at any time within the six-year term limit for Directors expressed above (the **Board Chair**) and may at any time revoke any such appointment. A person may not hold office as the

Board Chair for more than two years and may not hold office as the Board Chair beyond their six-year term limit.

- 17.5 The Management Board may at any time co-opt a person to act as an additional Director at any time (and shall be treated in all respects as a Director), provided that:
- 17.5.1 such person serves as a Director until the earlier of the next falling Annual General Meeting and the first anniversary of his or her appointment;
  - 17.5.2 such person may, upon or at any time after the expiry of service pursuant to Article 17.5.1, be appointed as a Director in accordance with these Articles, and if so appointed, their period of service as a co-opted Director will count as their first year of their term of office;
  - 17.5.3 such person may be removed from office at any time by the Steering Committee in accordance with these Articles or by the Management Board by simple majority; and
  - 17.5.4 after any such appointment, any maximum size requirement in relation to the Management Board is adhered to.
- 17.6 In any case where the Association has no Company Members and no Directors, the personal representatives of the last Company Member to have died have the right, by notice in writing, to appoint a person to be a Director. Where two or more Company Members die in circumstances rendering it uncertain who was the last to die, a younger Company Member is deemed to have survived an older Company Member.

## **18 TERMINATION OF A DIRECTOR'S APPOINTMENT**

- 18.1 A person ceases to be a Director as soon as:
- 18.1.1 that person ceases to be a Director by virtue of any provision of the Principal Act or is prohibited from being a Director by law;
  - 18.1.2 a bankruptcy order is made against that person;
  - 18.1.3 a composition is made with that person's creditors generally in satisfaction of that person's debts;
  - 18.1.4 a registered medical practitioner who is treating that person gives a written opinion to the Association stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
  - 18.1.5 notification is received by the Association from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms;
  - 18.1.6 more than one Professional Member employed by the same Company Member would be a Director (in which event, the most recently appointed Director shall cease to be a Director).

## **19 DIRECTORS' REMUNERATION AND EXPENSES**

- 19.1 Directors may undertake any services for the Association that the Directors decide.
- 19.2 Directors are entitled to such remuneration as the Steering Committee, on a recommendation of the Nominations Committee, determine for their services to the Association as directors, and for any other service which they undertake for the Association.
- 19.3 Subject to these Articles, a Director's remuneration may take any form, and 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.



- 19.4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.
- 19.5 Unless the Directors decide otherwise, Directors are not accountable to the Association for any remuneration which they receive as Directors or other officers or employees of the Association's subsidiaries or of any other body corporate in which the Association is interested.
- 19.6 The Association may pay any reasonable expenses which the Directors properly incur in connection with their attendance at Board Meetings, meetings of committees of Directors, General Meetings, or separate meetings of the holders of debentures of the Association, or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Association.

## **20 DECISION-MAKING BY THE MANAGEMENT BOARD**

- 20.1 Subject to Article 20.3, the general rule about decision-making by Directors is that any decision of the Directors must be either a majority decision taken at a Board Meeting or a majority decision taken in accordance with Article 20.2 below.
- 20.2 A decision of the Directors is taken in accordance with this Article 20.2 when a majority of eligible Directors indicate to each other by any means that they share a common view on a matter. Such a decision may take the form of a resolution in writing, copies of which have been signed by one or more eligible Directors or to which one or more eligible Directors has otherwise indicated agreement in writing. A decision may not be taken in accordance with this Article 20.2 if the eligible Directors would not have formed a quorum at a Board Meeting. References in this Article 20.2 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.
- 20.3 If the Association only has one Director and no provision of these Articles requires it to have more than one Director, the general rule above does not apply, and the Director may take decisions without regard to any of the provisions of these Articles relating to Directors' decision-making.
- 20.4 The calling of and proceedings at Board Meetings will be governed by Schedule 2.
- 20.5 The Chief Executive Officer of the Association and the staff member accountable for the financial reporting of the Association will attend the Management Board, and relevant Sub-committees of the Management Board, for those items of business the Management Board deems requires their attendance.

## **21 SECRETARY**

- 21.1 The Secretary shall be appointed by the Management Board for such term, at such remuneration and on such conditions as it thinks fit, and the Management Board may remove from office any person so appointed (without prejudice to any claim for damages for breach of any contract between him and the Company). The Management Board may also appoint one or more deputy secretaries, each for such term, at such remuneration and on such conditions as it thinks fit, and the Management Board may remove from office any person so appointed (without prejudice to any claim for damages for breach of any contract between him and the Company). References in these Articles to a Secretary shall include any deputy secretary.

## **PART 7 – ADMINISTRATIVE ARRANGEMENTS**

### **22 TRANSPARENCY**

- 22.1 The General Council, the Management Board and all Sub-committees, Professional Boards, Advisory Boards and Interest Groups will publish summarised accounts of their meetings and actions taken within 30 days of being held save where publication would contravene legislative requirements or be harmful to the interests of one or more Members. Publication will be via the Association's website.

22.2 Company Members will have the right to request and inspect specific information regarding the Association through written request to the Honorary Officers. Inspection shall be subject to any restrictions imposed from time to time by the Membership Committee.

## **23 MEANS OF COMMUNICATION TO BE USED**

23.1 Subject to these Articles, anything sent or supplied by or to the Association under these Articles may be sent or supplied in any way in which the Principal Act 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 Association.

23.2 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.

23.3 A Director may agree with the Association 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.

## **24 THE SEAL**

24.1 Any common seal may only be used by the authority of the Management Board. The Management Board may decide by what means and in what form any common seal is to be used and unless otherwise decided by the Management Board, if the Association has a common seal and it is affixed to a document, the document must also be signed by two Directors and the Secretary (or if no Secretary is holding office, by three Directors).

## **25 WINDING UP**

25.1 If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the Members, but subject to any charitable trusts affecting the same shall be given or transferred to some other institution or institutions having objects similar to the Objects, such institution or institutions to be determined by the Company Members at or before the time of dissolution, and if and so far as effect cannot be given to such provision, then to some charitable object.

## **26 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS**

26.1 The Directors may decide to make provision for the benefit of persons employed or formerly employed by the Association 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 Association or that subsidiary.

## **27 DIRECTORS' INDEMNITY AND INSURANCE**

27.1 Subject to Article 27.1, a relevant director of the Association or an associated company may be indemnified out of the Association's assets against:

27.1.1 any liability incurred by that relevant director in connection with any negligence, default, breach of duty or breach of trust in relation to the Association or an associated company;

27.1.2 any liability incurred by that relevant director in connection with the activities of the Association or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Principal Act);

27.1.3 any other liability incurred by that relevant director as an officer of the Association or an associated company.

27.2 Article 27.1 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Principal Act or by any other provision of law.

- 27.3 In Article 27.1:
- 27.3.1 companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
  - 27.3.2 a **relevant director** means any Director or former Director or any director or former director of an associated company.
- 27.4 The Directors may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant director in respect of any relevant loss.
- 27.5 In Article 27.4:
- 27.5.1 companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate;
  - 27.5.2 a **relevant director** means any Director or former Director or any director or former director of an associated company; and
  - 27.5.3 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 Association, any associated company or any pension fund or employees' share scheme of the Association or associated company.

## 28 TRANSITIONAL PROVISIONS

- 28.1 The following provisions shall apply on and from the date on which these Articles become binding on the Association notwithstanding contrary provision herein:
- 28.1.1 Any person who, not being a Company Member, has historically been treated as being entitled to a receive notice of, attend, speak and vote at a General Meeting shall, for the purposes of any General Meeting held after the date on which these Articles become binding on the Association only be entitled to receive notice of, attend, speak and vote at that Annual General Meeting if those rights are granted pursuant to these Articles. Any other rights or benefits or a person which are contrary to the provisions of these Articles regarding the rights and benefits of Members shall be subject to the determination of the Membership Committee in its absolute discretion.
  - 28.1.2 Apart from the Honorary Officers and the Management Board Chair (who are appointed with effect from the close of the Annual General Meeting at which these Articles become binding on the Association), the other initial members of the Steering Committee shall be appointed (and may be removed and/or replaced) by the Management Board until such time as the chairs of the Professional Boards and the Advisory Boards are appointed.
  - 28.1.3 Sub-committees, boards and groups of the General Council or of other groups of members of the Association existing on the date on which these Articles become binding on the Association shall remain in existence until dissolved or restructured by the Steering Committee, and the chairs and other members of those Sub-committees, boards and groups shall work with the Steering Committee to implement the Steering Committee's decisions.
  - 28.1.4 Notwithstanding any prior office as Director or any contrary provision in these Articles:
    - (a) the Directors (and Board Chair) to take office at the close of the Annual General Meeting at which these Articles become binding on the Association shall be appointed by the General Council; and
    - (b) the term limits of each Director following the close of that Annual General Meeting shall be subject to the determination of the Steering Committee in its absolute discretion.

## SCHEDULE 1 – GENERAL MEETINGS

### 1 HYBRID, PHYSICAL AND VIRTUAL MEETINGS

1.1 The following definitions shall have the meaning ascribed to them, unless the context otherwise requires:

**electronic facility** A device, system, procedure, method or facility providing an electronic means of attendance at or participation in (or both attendance at and participation in) a general meeting.

**hybrid meeting** A General Meeting held and conducted by both physical attendance by Company Members and proxies at a particular place (or if the Directors specify more than one place, at particular places) and by Company Members and proxies also being able to attend and participate by electronic facility/ies without needing to be in physical attendance at that place (or places).

**physical meeting** A General Meeting held and conducted by physical attendance by Company Members and proxies at a particular place (or, if the Directors specify more than one place, at particular places).

**Principal Place** Has the meaning given in paragraph 1.3.

**Satellite Place** Has the meaning given in paragraph 1.3.

**virtual meeting** A General Meeting held and conducted without physical attendance by Company Members and proxies at a particular place.

1.2 The Directors may determine in relation to any General Meeting (including a postponed or adjourned meeting) the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the General Meeting shall be enabled to do so by simultaneous attendance and participation at a principal physical meeting place (the **Principal Place**) (or the Principal Place and one or more satellite meeting places (each a **Satellite Place**, in accordance with paragraph 1.3) anywhere in the world determined by them, or by means of electronic facility/ies determined by them in accordance with paragraph 1.4, or partly in one way and partly in another.

1.3 The Directors may resolve to enable persons entitled to attend and participate in a General Meeting (including a postponed or adjourned meeting) to do so by simultaneous attendance and participation at the Principal Place and any Satellite Place anywhere in the world. The Company Members present in person or by proxy at a Satellite Place shall be counted in the quorum for, and entitled to vote at, the General Meeting in question. That meeting shall be duly constituted and its proceedings valid if the General Meeting Chair is satisfied that adequate facilities are available throughout the General Meeting to ensure that Company Members attending at the Principal Place and all Satellite Places are able to:

1.3.1 participate in the business for which the meeting has been convened;

1.3.2 hear and see all persons who speak (by any means) in the Principal Place and any Satellite Place; and

1.3.3 be heard and seen by all other persons so present in the same way.

- 1.4 The Directors may resolve to enable persons entitled to attend and participate in a General Meeting (including a postponed or adjourned meeting) to do so by simultaneous attendance and participation by means of electronic facility/ies and determine the means, or all different means, of attendance and participation used in relation to a General Meeting. The Company Members present in person or by proxy by means of electronic facility/ies shall be counted in the quorum for, and entitled to participate in, the General Meeting in question. That meeting shall be duly constituted and its proceedings valid if the General Meeting Chair is satisfied that adequate facilities are available throughout the meeting to ensure that Company Members attending the meeting by all means (including by means of electronic facility/ies) are able to:
- 1.4.1 participate in the business for which the meeting has been convened;
  - 1.4.2 hear all persons who speak at the meeting; and
  - 1.4.3 be heard by all other persons present at the meeting.
- 1.5 The Directors may make arrangements for persons entitled to attend a General Meeting (including a postponed or adjourned meeting) to be able to view and hear the proceedings of the meeting and to speak at the meeting (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) by attending at a venue anywhere in the world not being a Satellite Place. Those attending at any such venue shall not be regarded as present at the meeting and shall not be entitled to vote at the meeting at or from that venue.
- 1.6 The following provisions shall apply to any hybrid meeting or virtual meeting (and shall modify any provisions in these Articles to the contrary):
- 1.6.1 in relation to a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the place (or places) specified in the notice of meeting (and if there is more than one place so specified, the place where the General Meeting Chair is present shall be the place of the meeting);
  - 1.6.2 the meeting shall be duly constituted and its proceedings valid if the General Meeting Chair is satisfied that adequate facilities have been made available so that all persons (being entitled to do so) attending the hybrid meeting or virtual meeting by electronic facility/ies may participate in the business of the meeting, but under no circumstances shall the inability of one or more Company Members or proxies or others to access, or continue to access, the electronic facility/ies for participation in the meeting despite adequate facilities being made available by the Association, affect the validity of the meeting or any business conducted at the meeting;
  - 1.6.3 all resolutions put to Company Members at a hybrid meeting or a virtual meeting, including in relation to procedural matters, shall be decided on a poll;
  - 1.6.4 if it appears to the General Meeting Chair that the electronic facility/ies for a hybrid meeting or a virtual meeting have become inadequate for the purpose of holding the meeting then the General Meeting Chair may, with or without the consent of the meeting, adjourn the meeting (at any time before or after it has started), and the provisions of paragraph 7 shall apply to any such adjournment and all business conducted at the meeting up to the point of the adjournment shall be valid;
  - 1.6.5 if, after the sending of a notice of a hybrid meeting or a virtual meeting but before the meeting is held (or after the adjournment of a hybrid meeting or a virtual meeting but before the adjourned meeting is held) the Directors consider that it is impracticable or unreasonable to hold the meeting at the time specified in the notice of meeting using the electronic facilities stated in the notice of meeting or made available prior to the meeting, they may change the meeting to a physical meeting or change the electronic facilities (and make details of the new facilities available in the manner stated in the notice of meeting) or both, and may postpone the time at which the meeting is to be held;

- 1.6.6 an adjourned General Meeting or postponed General Meeting may be held as a physical meeting, a hybrid meeting or a virtual meeting irrespective of the form of General Meeting which was adjourned or postponed; and
- 1.6.7 without prejudice to paragraph 11, the Directors or the General Meeting Chair may make any arrangement and impose any requirement or restriction they may consider appropriate to ensure the security of a hybrid meeting or a virtual meeting including, without limitation, requirements as to access and/or for evidence of identity:
- (a) necessary to ensure the identification of those taking part and the security of the electronic communication; and
  - (b) proportionate to those objectives.

## **2 CALLING OF GENERAL MEETINGS**

- 2.1 Notice shall be given to such persons (including auditors of the Association) as are under these Articles or under the Principal Act entitled to receive such notices from the Association provided that notice need not be given to any person or persons who become a Member less than twenty-one days before the day the notice is sent.
- 2.2 Twenty-one days' notice in writing shall be given of every Annual General Meeting and of every other General Meeting convened to pass a special resolution. Fourteen days' notice in writing shall be given of every other General Meeting. In all cases, the period of notice specified in this Article shall be exclusive both of the day on which the notice is served or deemed to be served and of the day for which it is given.
- 2.3 Subject to the provisions of the Principal Act, the notice shall specify the time and date of the meeting and the general nature of the business to be dealt with. In the case of an Annual General Meeting, the notice shall comply with Article 14.2. In the case of a General Meeting to pass a special resolution, the notice shall specify the intention to propose the resolution as a special resolution.
- 2.4 A notice of a General Meeting which is to be a hybrid meeting or a virtual meeting shall state details of the electronic facility/ies for attendance and participation at the meeting and of any access, identification and security arrangements determined in accordance with paragraph 1.6.7, or shall state where such details will be made available by the Association prior to the meeting.
- 2.5 The notice shall include details of any arrangements made for the purpose of paragraph 1.5 (making clear that participation in those arrangements will not amount to attendance at the meeting to which the notice relates)
- 2.6 In addition to the ability of Company Members to requisition a General Meeting in accordance with the Principal Act, the Steering Committee shall also have the ability to requisition a General Meeting as though it were such number of Company Members as would satisfy the requirements for the requisition of a General Meeting in accordance with the Principal Act.

## **3 ATTENDANCE, SPEAKING AND VOTING AT GENERAL MEETINGS**

- 3.1 A person is able to exercise the right to speak at a General Meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 3.2 A person is able to exercise the right to vote at a General Meeting when:
- 3.2.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - 3.2.2 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 meeting.

- 3.3 The Management Board may make whatever arrangements they consider appropriate:
- 3.3.1 to enable those attending a General Meeting to exercise their rights to speak or vote at it; and
  - 3.3.2 in relation to the electronic facility/ies for simultaneous attendance, participation and/or voting,

and the entitlement of any Company Member or proxy or any other person to attend, participate and vote in the General Meeting shall be subject to such arrangements.

- 3.4 In determining attendance at a General Meeting, it is immaterial whether any two or more Company Members attending it are in the same place as each other. 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 meeting, they are (or would be) able to exercise them.
- 3.5 References in these Articles to attending and being present at the meeting, including in relation to the quorum for the meeting and the right to vote at the meeting, shall be treated as including participating in the meeting by electronic facility/ies.
- 3.6 At any General Meeting, the General Council shall:
- 3.6.1 hear from the proposers of the relevant resolution;
  - 3.6.2 hear from any present who are against the relevant resolution; and
  - 3.6.3 thereafter vote on the resolution.

#### **4 ATTENDANCE AND SPEAKING BY DIRECTORS AND NON-COMPANY MEMBERS**

- 4.1 Directors may attend and speak at General Meetings, whether or not they are Company Members. The General Meeting Chair may permit other persons who are not Members to attend and speak at a General Meeting.

#### **5 QUORUM FOR GENERAL MEETINGS**

- 5.1 No business other than the appointment of the General Meeting Chair of the meeting is to be transacted at a General Meeting if the persons attending it do not constitute a quorum.
- 5.2 The quorum at a General Meeting shall be such number of Company Members, present in person or by proxy (including at a physical place and/or by means of electronic facility/ies) as carries not less than 10% of the total votes that can be cast by Company Members on any vote put before the General Council.

#### **6 CHAIRING GENERAL MEETINGS**

- 6.1 The General Meeting will be chaired by the Honorary President or, in their absence, the Honorary Vice-President. In the absence of both the Honorary President and Honorary Vice-President, the General Meeting will be chaired by the Board Chair or, in their absence, such authorised representative of a Company Member as is chosen by the members of the Steering Committee attending the meeting. The appointment of the chair of the General Meeting must be the first business of the meeting. The person chairing a General Meeting in accordance with this Article is referred to as the **General Meeting Chair**.

## **7 ADJOURNMENT**

- 7.1 If the persons attending a General Meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the General Meeting Chair must adjourn it.
- 7.2 The General Meeting Chair may adjourn a General Meeting at which a quorum is present if the meeting consents to an adjournment, or it appears to the General Meeting Chair that:
- 7.2.1 there is not enough room for the number of Company Members and proxies who wish to attend the meeting;
  - 7.2.2 the behaviour of anyone present prevents, or is likely to prevent, the orderly conduct of the business of the meeting; or
  - 7.2.3 an adjournment is necessary to protect the safety of any person attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner.
- 7.3 The General Meeting Chair must adjourn a General Meeting if directed to do so by the meeting.
- 7.4 When adjourning a General Meeting, the General Meeting Chair must either specify the time to which it is adjourned or state that it is to continue at a time to be fixed by the Directors, and have regard to any directions as to the time of any adjournment which have been given by the meeting.
- 7.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given) to the same persons to whom notice of General Meetings is required to be given, and containing the same information which such notice is required to contain.
- 7.6 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.

## **8 VOTING AT GENERAL MEETINGS**

- 8.1 A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is duly demanded or required in accordance with these Articles. On a show of hands or on a poll each Company Member present shall be entitled to cast such number of votes as is equal to the number of its Professional Members.
- 8.2 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. Any such objection must be referred to the General Meeting Chair whose decision is final.
- 8.3 A poll on a resolution may be demanded in advance of the General Meeting where it is to be put to the vote, or 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).
- 8.4 A poll may be demanded by (a) the General Meeting Chair; (b) the Directors; (c) two or more persons having the right to vote on the resolution; or (d) a person or persons representing not less than one tenth of the total voting rights of all the Company Members having the right to vote on the resolution.
- 8.5 A demand for a poll may be withdrawn if the poll has not yet been taken and (b) the General Meeting Chair consents to the withdrawal.
- 8.6 Polls must be taken immediately and in such manner as the General Meeting Chair directs.



## **9 PROXY NOTICES**

- 9.1 Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- 9.1.1 states the name and address of the Company Member appointing the proxy;
  - 9.1.2 identifies the person appointed to be that Company Member's proxy and the General Meeting in relation to which that person is appointed;
  - 9.1.3 is signed by or on behalf of the Company Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
  - 9.1.4 is delivered to the Association in accordance with these Articles and any instructions contained in the notice of the General Meeting to which they relate.
- 9.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 9.3 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.
- 9.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 9.4.1 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
  - 9.4.2 appointing that person as a proxy in relation to any adjournment of the General Meeting to which it relates as well as the meeting itself.
- 9.5 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 meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 9.6 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 9.7 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 9.8 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.

## **10 AMENDMENTS TO RESOLUTIONS**

- 10.1 An ordinary resolution to be proposed at a General Meeting may be amended by ordinary resolution if:
- 10.1.1 notice of the proposed amendment is given to the Association 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 meeting is to take place (or such later time as the General Meeting Chair may determine); and
  - 10.1.2 the proposed amendment does not, in the reasonable opinion of the General Meeting Chair, materially alter the scope of the resolution.
- 10.2 A special resolution to be proposed at a General Meeting may be amended by ordinary resolution, if:
- 10.2.1 the General Meeting Chair proposes the amendment at the General Meeting at which the resolution is to be proposed; and

10.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

10.3 If the General Meeting Chair, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the General Meeting Chair's error does not invalidate the vote on that resolution.

## **11 SECURITY AND HEALTH AND SAFETY ARRANGEMENTS**

11.1 The Directors or the General Meeting Chair may direct that any person wishing to attend any General Meeting should submit to and comply with such searches or other security arrangements (including, without limitation, requiring evidence of identity to be produced before entering the meeting and placing restrictions on the items of personal property which may be taken into the meeting) as they or he consider appropriate in the circumstances. The Directors or the General Meeting Chair may in their or his absolute discretion refuse entry to, or eject from, any General Meeting any person who refuses to submit to a search or otherwise comply with such security arrangements.

11.2 The Directors or the General Meeting Chair may take such action, give such direction or put in place such checks or arrangements as they or he consider appropriate to secure the health and safety of the people attending the meeting or to promote the orderly conduct of the business of the meeting.

## **12 DECISIONS AND DETERMINATIONS OF THE GENERAL MEETING CHAIR**

12.1 In addition to decisions and determinations of the General Meeting Chair which may be made pursuant to the above provisions, any decision of the General Meeting Chair on matters of procedure or matters arising incidentally from the business of the meeting, and any determination by the General Meeting Chair as to whether a matter is of such a nature, shall be final.

## **SCHEDULE 2 - BOARD MEETINGS**

### **1 FREQUENCY OF BOARD MEETINGS**

- 1.1 The Management Board shall meet at least quarterly.

### **2 CALLING A BOARD MEETING**

- 2.1 Any Director may call a Board Meeting by giving notice of the meeting to the Directors or by authorising the Association's secretary (if any) to give such notice. Notice of any Board Meeting must indicate:

2.1.1 its proposed date and time;

2.1.2 where it is to take place; and

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

- 2.2 Notice of a Board Meeting must be given to each Director, but need not be in writing.

- 2.3 Notice of a Board Meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Association not more than 7 days after the date on which the meeting is held. Where such notice is given after the Board Meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

### **3 PARTICIPATION IN BOARD MEETINGS**

- 3.1 Subject to these Articles, Directors participate in a Board Meeting, or part of a Board Meeting, when:

3.1.1 the meeting has been called and takes place in accordance with these Articles; and

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

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

- 3.3 If all the Directors participating in a Board 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.

### **4 QUORUM FOR BOARD MEETINGS**

- 4.1 At a Board Meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

- 4.2 The quorum for Board 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.

- 4.3 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 to appoint further Directors, or to call a General Meeting so as to enable the Company Members to appoint further Directors.

### **5 CHAIRING OF BOARD MEETINGS**

- 5.1 If the Board Chair is not participating in a Board Meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it and references in this Schedule to the Board Chair shall include such person.

- 5.2 If the numbers of votes for and against a proposal are equal, the Board Chair has a casting vote. However, this does not apply if, in accordance with these Articles, the Board Chair is not to be counted as participating in the decision-making procedure for quorum or voting purposes.

## **6 CONFLICTS OF INTEREST**

- 6.1 Subject to paragraph 6.2 below, if a proposed decision of the Management Board is concerned with an actual or proposed transaction or arrangement with the Association in which a Director is interested, that Director is not to be counted as participating in the decision-making procedure for quorum or voting purposes. For the purposes of this paragraph 6, references to proposed decisions and decision-making procedures include any Board Meeting or part of a Board Meeting.

- 6.2 A Director who is interested in an actual or proposed transaction or arrangement with the Association is to be counted as participating in the decision-making procedure for quorum and voting purposes if:

6.2.1 the General Council by ordinary resolution disapplies the provision of these Articles which would otherwise prevent a Director from being counted as participating in the decision-making procedure;

6.2.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or

6.2.3 the Director's conflict of interest arises from a permitted cause. For the purposes of this paragraph, the following are **permitted causes**:

(a) a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Association or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the Association or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and

(c) arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Association or any of its subsidiaries which do not provide special benefits for Directors or former Directors.

- 6.3 Subject to paragraph 6.4, 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 meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Board Chair whose ruling in relation to any Director other than the Board Chair is to be final and conclusive.

- 6.4 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Board Chair, the question is to be decided by a decision of the Directors at that meeting, for which purpose the Board Chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

## **7 RECORDS OF DECISIONS TO BE KEPT**

- 7.1 The Directors must ensure that the Association keeps a record, in writing, for at least ten years from the date of the decision recorded, of every unanimous or majority decision taken by the Management Board.

## **8 DIRECTORS' DISCRETION TO MAKE FURTHER RULES**

- 8.1 Subject to these Articles, the Management Board 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.