

**THE COMPANIES ACT 2006**

**PRIVATE COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION**

of

**IABM**

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(Adopted by Special resolution passed on )

**PRELIMINARY**

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 Company, except in so far as they are modified or excluded by these articles.

**INTERPRETATION**

2. In these articles:

"**Accountant**" means a qualified accountant or other person acceptable to the Members' Board to be appointed to serve as a director of the Company;

"**Affiliate Member**" shall have the meaning given in article 14;

"**articles**" means these articles of the Company or such other articles of the Company for the time being in force;

"**Auditors**" means the auditors of the Company from time to time;

"**Ballot**" shall have the meaning given in article 28;

"**Ballot Date**" shall have the meaning given in article 37;

"**CEO**" means the Chief Executive Officer of the Company or other person acceptable to the Members' Board to be appointed to perform the duties of the CEO and to serve as a director of the Company;

"**Chair**" means the Chair of the Members' Board from time to time;

"**clear days**" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;

"**Company**" means this company;

"**Company Secretary**" means the secretary of the Company or any other person acceptable to the Members' Board and appointed to perform the duties of the secretary of the Company;

"**executed**" in relation to a document includes reference to its being executed under hand or under seal or by any other method permitted by law;

"**Honorary Member**" shall have the meaning given in article 13;

"**Immediate Past Chair**" means the exiting Chair;

"**Members**" means a member of the Company but shall exclude Honorary Members and Affiliate Members;

"**Members' Board**" means the board of directors of the Company;

"**Membership Application Form**" means the form upon which application for membership of the Company shall be made as amended from time to time;

"**memorandum**" means the memorandum of Association of the Company as originally adopted or as amended from time to time;

"**Non-Executive Director**" means a non-executive director acceptable to the Members' Board and appointed to serve as a director of the Company;

"**Notice**" means any notice served in accordance with article 109;

"**Office**" means the registered office of the Company;

"**Region**" means the regions established pursuant to article 74;

"**Regional Councils**" means the regional councils constituted in accordance with articles 78 to 84;

"**seal**" means any common seal of the Company or any official seal or securities seal which the Company may have or be permitted to have under the statutes;

"**statutes**" means the Companies Act 2006 and every other statute, statutory instrument, regulation or order for the time being in force covering companies registered under the Companies Act 2006;

"**Terms of Membership**" means the terms and conditions of membership of the Company in force from time to time.

"**Vice Chair**" means the Vice Chair of the Members' board.

3. Unless the context otherwise requires, words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 but excluding any statutory modification of it not in force when these articles become binding on the Company.
4. Where, for any purpose, an ordinary resolution of the Company is required, a special resolution shall also be effective for that purpose.
5. Unless the contrary intention appears, words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations.
6. Headings to these articles are inserted for convenience and shall not affect construction.

## **OBJECT**

7. The object for which the Company is established is to represent the broadcast and media technology supply industry internationally.
8. The income and property of the Company shall be applied solely in promoting the object of the Company as set out in article 7.
9. No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these articles shall prevent the reasonable and proper remuneration of any Member for any services rendered to the Company and any reasonable expenses incurred by any Member.

## MEMBERS

10. Companies or organisations, which manufacture, distribute or supply, equipment or services, to the broadcasting and media technology and related industries, shall be eligible to apply for membership of the Company.
11. Applications for membership shall be made on the Company's Membership Application Form having regard to the Terms of Membership which the Members' Board may from time to time prescribe and publish on the website.
12. The Members' Board reserves the right to refuse membership to any applicant who it feels does not satisfy the criteria laid down in the Terms of Membership. It may, as an alternative to refusal, impose certain conditions that need to be satisfied prior to acceptance of membership. Should membership be refused an applicant will have the right of appeal in accordance with the Company's Terms of Membership.
13. The Members' Board may nominate and appoint any individual who they believe has given exceptional service to the Company or industry as an honorary member ("**Honorary Member**"). Such nomination shall be based on criteria that the Members' Board may from time to time prescribe. Any Honorary Member so appointed shall not be a member of the Company within the meaning of the Companies Act 2006. An Honorary Member shall be entitled to attend any general meeting of the Company but will not be counted as a Member at any such general meeting and will not be entitled to vote thereat.
14. The Members' Board may nominate and appoint any individual, company or organisation, as an affiliate member ("**Affiliate Member**") in circumstances where they do not meet the eligibility for membership or where their application is rejected and where such membership is deemed to be beneficial to the Company and/or the members. Such nomination shall be based on criteria that the Members' Board may from time to time prescribe and publish on the website. Any Affiliate Member so appointed shall not be a member of the Company within the meaning of the Companies Act 2006. An Affiliate Member shall be entitled to attend any general meeting of the Company but will not be counted as a Member at any such general meeting and will not be entitled to vote thereat.
15. The Members' Board reserves the right to revoke membership should there be a significant breach of the Terms of Membership or if there is a change in relevant circumstances for the business which may affect their approval. An organisation or

individual ceasing to be a Member or Honorary Member or Affiliate Member (as relevant) under the provisions of this Article shall be notified in writing by the company secretary to that effect. Should membership be revoked, a previous member shall have the right of appeal in accordance with the Terms of Membership of the Company.

16. Any Member, Honorary Member or Affiliate Member wishing to resign from the Company shall give not less than 28 days' notice in writing to the Company Secretary and shall upon giving notice pay all monies due and owing, for whatsoever reason, by the Member or the Honorary Member or the Affiliate Member to the Company up to the date on which the notice expires.
17. Each Member shall nominate a responsible person from their staff, to act on their behalf as their nominated representative with the Company and shall notify the Company in writing of such nomination. Each Member of the Company shall also notify in writing to the Company any change to their previously nominated representative. Such Member's representative shall be eligible for election to the Members' Board, pursuant to the provisions of article 36.
18. In the event of a Member's representative, nominated under the above article, being unable to attend a General Meeting of the Company, the Member organisation shall have the right to appoint a proxy.
19. Categories of membership, entrance fees, annual subscriptions and any other fees payable by Members or Honorary Members or Affiliate Members, together with any associated entitlements and benefits, shall be such as the Members' Board shall, from time to time, prescribe.
20. The Company shall keep a register of Members. The Company shall also keep separate registers of all Honorary Members and all Affiliate Members.

## **MEMBERS' BOARD**

21. The activities and policies, of the Company shall be determined, directed, and implemented by the Members' Board. Subject to the provisions of article 22, appointments to the Members' Board shall (notwithstanding the rights of Members pursuant to section 168 of the Companies Act 2006) comprise the following:

21.1 the appointment of four directors to fill the roles of Non-Executive director, CEO, Vice Chair and Accountant as set out in articles 23 and 24;

- 21.2 the appointment of five directors by the Members' Board as set out in articles 25 to 27 inclusive;
- 21.3 the appointment of ten directors by the Members as referred to in article 28;
- 21.4 the appointment of a Regional Council Member for each established regional council as referred to in article 82.
22. The Company may, from time to time, in General Meeting determine or alter a minimum number of directors of the Members' Board and may make the appointment(s) or dismissal(s), necessary for effecting any such increase or reduction. In the absence of any such determination the number of directors shall be seven.
23. The Members' Board shall have the right to appoint a Non-Executive director, a CEO, a Vice Chair and an Accountant as directors of the Company who need not be Members of the Company at the date of their appointment and any person so appointed may be similarly removed.
24. The appointments of the Accountant, the CEO, the Non-Executive director, the Vice Chair and the Company Secretary shall be for such term, at such remuneration and upon such conditions as the Members' Board think fit.
25. The outgoing Members' Board shall have the right to appoint a Chair as an ongoing director of the Company providing that such person is both a Member and a member of the Members' Board at the date of their appointment.
26. The Immediate Past Chair shall automatically be appointed by the outgoing Members' Board as a director of the Company as a consequence of his position.
27. Three further places on the incoming Members' Board shall be determined by the outgoing Members' Board. Any vacancy pursuant to the positions referred to in articles 25, 26, 27 and 28 existing from time to time may be filled by a resolution of the Members' Board with such appointment to take effect until the following date on which directors on the Members' Board are due to retire pursuant to article 30.
28. Appointments to the remaining positions on the Members' Board shall be made by the Members by way of a postal or electronic ballot (the "**Ballot**") in accordance with articles 37 to 42.

29. Appointments of Regional Council Members shall be determined by way of a ballot in accordance with articles 80 to 81 and subsequent approval by the Members' Board.

## **REMOVAL OF DIRECTORS**

30. All directors appointed pursuant to articles 25 to 28 inclusive shall automatically retire on a biennial basis (commencing on the date of these articles) to take effect on the date of the Annual General Meeting of the Company which is required to be held in that year unless:

30.1 at the Annual General Meeting the director is elected to office on the Members' Board as a result of the Ballot; or

30.2 immediately prior to the date of the Annual General Meeting, the director held the position of Chair, in which event he shall be automatically reappointed as the Immediate Past Chair pursuant to article 26;

30.3 the Members' Board have resolved that such director shall be reappointed by them pursuant to articles 25 or 27.

31. The usual term of office of the Chair shall be two years from the date of his election as Chair. A retiring Chair may serve a second successive term only, but must stand down as Chair of the Company at the end of such second term. A retiring Chair may, under exceptional circumstances and with the prior written approval of the Members' Board serve a third successive term, after which he must stand down. Thereafter, at least two years must elapse before he may stand for election for a further term as Chair.

32. The Company may by Special Resolution remove any director of the Members' Board before the expiration of his period of office and may by Ordinary Resolution appoint another in his stead provided that any such person is eligible in accordance with the terms of these articles. Any person so appointed shall remain as a director of the Members' Board for so long only as the director in whose place he is appointed would have held the same if he had not been removed.

33. A director of the Members' Board shall automatically be removed as a director of the Members' Board if:

33.1 the organisation from which the Member was elected to the Members' Board ceases to be a Member;



- 33.2 the organisation from which the Member was elected to the Members' Board is acquired by or merges with another Member and where that other Member has a director on the Members' Board, in which case, only one director from the merged organisation may be represented on the Members' Board;
  - 33.3 the organisation from which the Member was elected to the Members' Board is in the same group of Companies as another Member or has the same majority shareholder or parent company and where that other Member has a director on the Members' Board, in which case, only one director from that group of companies may be represented on the Members' Board;
  - 33.4 the organisation from which the Member was elected to the Members' Board is wound up;
  - 33.5 the director gives notice in writing, to the Company, of his wish to, resign as a director; or
  - 33.6 he is absent from more than half the meetings of the Members' Board in any period of twelve consecutive months, unless the Members' Board resolves that he should not be required to resign as a director.
34. The automatic removal of a director, pursuant to article 33 shall create an immediate vacancy on the Members' Board. In such case, the vacancy shall be filled in accordance with article 43.

#### **ALTERNATE DIRECTORS**

35. A director of the Members' Board may, from time to time, by Notice to the Members' Board, nominate another person from within the organisation he represents, to be approved by the Members' Board, to be his alternate director at any meeting of the Members' Board from which he is himself absent. An email or postal address for the service of Notices on the alternate director shall be supplied at the same time as giving the Notice and any Notice sent by first class post or by email to an alternate director at such address shall be deemed to be good service. An alternate director, appointed in this manner, shall not be entitled to any remuneration from the Members' Board but he shall be entitled, whilst holding office as such, to receive Notice of meetings of the Members' Board and to attend and vote thereat in place of and in the absence of the elected member appointing him. The originally elected member may at any time remove the alternative director nominated by him as an alternate director

provided notice is given of such removal both to the aforesaid alternative director and to the Members' Board. An alternate director, so appointed, may also be removed from office by the passing of a resolution of the other directors on the Members' Board. Such Notice shall be served by the alternate director upon the Member by whom he was nominated or by the Company Secretary to take effect immediately upon the serving of the Notice.

## **ELECTION OF THE MEMBERS' BOARD**

36. Only representatives of Members, as nominated in accordance with article 17, shall be eligible to seek election to serve on the Members' Board. Such representatives shall not at any stage become ineligible to seek election by virtue of them having previously been appointed as a director of the Company.
37. The Ballot shall take place on the date determined by the Members' Board (the "**Ballot Date**") and the result of such Ballot shall be declared at the Annual General Meeting in the relevant calendar year. The Members' Board shall give sufficient written notice of the Ballot to Members to enable the provisions of articles 38 to 42 to take effect.
38. In order to stand for election to the Members' Board, not less than thirty days prior to the Ballot Date there shall have been left at the Office a declaration signed on behalf of the Member nominating the Member's representative for election, together with the representative's signature in confirmation of his willingness to serve on the Members' Board if so elected.
39. Ballot papers, in a form to be determined by the Members' Board, shall be sent to all Members entitled to vote no later than 21 days prior to Ballot Date (the "**Ballot Papers**"). The Ballot Papers shall include the names of representatives standing for election and the number of vacancies on the Members' Board.
40. Each Member who is entitled to vote may vote for as many candidates as there are vacancies to be filled and no more, but no single voting paper shall contain more than one vote for any candidate.
41. A completed Ballot Paper, signed by the Member or on behalf of a Member must be received at the Office or such other place within England and Wales' as is specified for that purpose in the Ballot Paper, by noon on the Ballot Date in order to be effective.

42. The result of the Ballot shall be advised to all Members as soon as possible after the Ballot Date and in any event within 14 days of such date unless the result has already been declared at an Annual General Meeting.
43. In the event of the automatic removal of a director pursuant to article 33, where such removal is within a period of 18 months or less from the ("**Previous Ballot**"), the Member representative who received the next highest number of votes in the Previous Ballot, may be appointed to serve on the Members' Board and fill the vacancy. Where the automatic removal is within a period of more than 18 months from the Previous Ballot, then the vacancy shall not be filled and it shall continue until the next Ballot which shall take place in accordance with articles 37 to 42.

#### **POWERS AND DUTIES OF THE MEMBERS' BOARD**

44. The Chair shall be entitled to preside at all meetings of the Members' Board at which he is present. If no such Chair be elected or if at any meeting the Chair is not able to be present at the time appointed for holding the meeting, arrangements shall be made for either the Vice Chair or the Immediate Past Chair to preside over such meeting of the Members' Board. In the event none of the Chair, the Vice Chair or the Immediate Past Chair are able to be present at such meeting and it is not possible to reconvene the meeting of the Members' Board to another date, then the members of the Members' Board present shall choose one of their number to be Chair of the meeting.
45. The Members' Board for the time being may act notwithstanding any vacancy in their body provided always that where the number of the members of the Members' Board is at any time reduced to less than seven (or such other minimum number prescribed in accordance with article 22) it shall be lawful for them to act as the Members' Board for the purpose of filling up vacancies in their body or of summoning a General Meeting for that purpose only.
46. The Members' Board may exercise all such powers of the Company, and shall exercise their discretion to do on behalf of the Company all such acts as may be exercised and done by the Company.
47. The Members' Board shall meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit but so that not less than four meetings shall be held in each year and not more than five months shall elapse between the date of one meeting and that of the next.

48. Any three members of the Members' Board may request that the Company Secretary summons a meeting of the Members' Board at any time.
49. The Members' Board shall provide for the engagement of and the regulation of the duties of such other officers, persons or organisations, as it may consider necessary and shall make agreement of their terms of employment and remuneration.
50. Without prejudice to their general powers, the Members' Board may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking and property or any part thereof. The Members' Board shall determine the application of any dividends received by the Company.
51. The Members' Board shall cause proper minutes to be made, to include the names of those present and of all resolutions passed at and the proceedings of all meetings of the Company (the "**Minutes**"), the Members' Board and committees. The Minutes, if having been approved by such meeting or the next succeeding meeting and signed as approved by the Chair, shall be sufficient evidence, without any further proof, of the facts therein stated.
52. The Company Secretary shall provide a copy of the Minutes to each member of the Members' Board within 21 days of a meeting of the Members' Board.

#### **PROCEEDINGS OF THE MEMBERS' BOARD**

53. A meeting of the Members' Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions, vested in the Members' Board by or under these articles.
54. A quorum for the purpose of meetings shall be of no less than seven provided that the Company shall have the power to vary such number but in any event a quorum shall never be less than four directors.
55. The Members' Board may, by a majority, agree to invite additional persons to attend their meetings for special purposes but such additional persons shall not have the right to vote unless authorised to do so by the Members' Board.
56. All decisions by the Members' Board shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote.

57. All acts bona fide done by the Members' Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office, of any member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of the Members' Board as the case may be.
58. A resolution in writing signed by all directors, for the time being, of the Members' Board shall be as valid and effectual as if it had been passed at a meeting of the Members' Board duly convened and constituted. Any such resolution may consist of several documents in like form each signed by one or more of the directors of the Members' Board or may be approved by letter, signed by the director or directors, giving the approval.
59. A meeting of the Members' Board may consist of a conference between directors some or all of whom are in different places subject to the following provisions:
- 59.1 each director who participates must be able:
- 59.1.1 to communicate interactively with each of the other participating directors addressing the meeting; and
- 59.1.2 if he so wishes, to address all of the other participating directors simultaneously;
- whether directly, by conference telephone or by any other form of communications equipment including electronic communication, notwithstanding accidental disconnection of the means of electronic communication during the meeting, (whether in use when these articles are adopted or not) or by a combination of those methods;
60. A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum; and
61. A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the Chair participates.

## COMMITTEES

62. The Members' Board may constitute such committee or committees as are required from time to time and may delegate any of its powers to such committee or committees ("**Committee**" or "**Committees**") whose membership may be drawn from any persons whom the Members' Board deem appropriate, and the Members' Board shall be entitled to appoint one of their number to be the Chair of any such Committee or Committees. In the event that the Members' Board do not appoint one of their number to be a Chair, the members of the committee can appoint any one of their number as Chair.
63. Any Member's representatives who are appointed or elected as the Chairmen of any Committees created by the Members' Board shall, if not already members of the Members' Board, be entitled to attend and speak at meetings of the Members' Board but shall not be entitled to vote thereat unless otherwise resolved by the directors on the Members' Board attending that meeting.
64. The Members' Board shall have the right to withdraw from any Committee any rights or powers, delegated to it by the Members' Board.
65. Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed upon it by the Members' Board. The meetings and proceedings of any such Committee shall be governed by the provisions of these articles for regulating the meetings and proceedings of the Members' Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Members' Board. All acts and proceedings of such Committees shall be reported in due course to the Members' Board. The Chair of the Members' Board, the CEO, the Accountant and the Company Secretary shall be entitled to attend and speak at all such Committees but shall not be entitled to vote at a Committee meeting unless otherwise resolved by the relevant Committee members attending that meeting.
66. All acts bona fide done by any such Committee shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a member of such Committee as the case may be.

67. A Resolution in writing signed by all the members, for the time being, of any such Committee shall be as valid and effectual as if it had been passed at a meeting of such Committees duly convened and constituted. Any such Resolution may consist of several documents in like form each signed by one or more of the members of such Committee or may be approved by letter, signed by the member or members, giving the approval.

## **SUPERVISORY GROUP**

68. In addition to the constitution of committees in accordance with the provisions of articles 62 to 67 above, the Members' Board may establish a sub-group to be known as the "Supervisory Group".
69. The Supervisory Group shall be chaired by the Vice Chair and shall otherwise be made up of the CEO, the Chair, the Immediate Past Chair, the Non-Executive director, the Accountant and an elected representative from the Members' Board (the "**Elected Representative**"). The Elected Representative shall be appointed after a new Members' Board is formed. The Members' Board shall have the authority to appoint further members of the Supervisory Group as it shall, in its absolute discretion, see fit.
70. The Supervisory Group shall have the following functions:
- 70.1 to conduct further scrutiny on the Company's financial and operational performance, reporting findings and recommendations to the Member's Board;
  - 70.2 to provide an executive review of the Company on a more regular basis, whether by way of meetings in person or by telephone, than can be provided by meetings of the Members' Board in its entirety;
  - 70.3 to act as the remuneration committee of the Company; and
  - 70.4 to act as the audit committee of the Company.
71. The Members' Board shall have the right to withdraw all or any of the rights and powers it has delegated to the Supervisory Group.
72. The provisions of articles 65 to 67 shall apply mutandis mutandi to the Supervisory Group.

## **REGIONS**

73. In addition to the constitution of committees in accordance with the provisions of articles 62 to 67 above, and the establishment of the Supervisory Group, the Members' Board may, but shall not be obliged to, establish membership regions and may subsequently amend the boundaries of any such Region as it shall see fit without reference to any such Region or Regional Council established in accordance with articles 77 to 83 below.
74. Every Member can belong to and be deemed to be a member of the Region where its office is located (where such Member has only one office); or where such Member has more than one office or carries on business from more than one location, a member of each Region within which it has an office or carries on its business.
75. In the event of any question or dispute arising concerning the Region or Regions to which a Member is deemed to belong, the decision of the Members' Board shall be final and binding.
76. The Members' Board may agree with a Member that it shall be deemed to be a Member of and belong to a particular Region notwithstanding that it does not carry on business from an office in that Region.

## **REGIONAL COUNCILS**

77. Each Region may have a Regional Council. There must be a minimum of eight Members willing to sit on the Regional Council in order for a Regional Council to be formed.
78. Members of a Regional Council must be Representatives of Members deemed to belong to such Region. Affiliate Members and Honorary Members may be co-opted from time to time to Regional Councils with the approval of the Member's Board but as observers only.
79. Each Regional Council will initially be formed by invitation only and a Chair will be chosen from the Members of that Regional Council. The Chair will be determined at the inaugural meeting of the Regional Council.
80. At the first anniversary (or another date if felt more suitable) of the inaugural meeting of the Regional Council the first elected Regional Council will be announced. The election process will be determined by the directors of the Members' Board.



81. In accordance with the election process to be determined by the Members' Board under the provisions of Article 80 above, each Regional Council shall elect a Chair who shall be selected from the Members of that Regional Council and, when appointed, shall continue to serve for a period of 2 years or until such time as the Chair ceases to qualify as a member of that Regional Council, whichever is sooner, provided that no Chair of a Regional Council shall be appointed or permitted to serve for more than two consecutive terms or for a period of more than four years.
82. The appointment of the Chair of each Regional Council must be approved by the Members' Board. Each Regional Council shall submit details of its proposed Chair to the Members' Board as soon as reasonably practicable after that person's appointment has been proposed. Such person's appointment as Chair of the relevant Regional Council will take effect on the date on which the Members' Board notifies the relevant Regional Council of its approval of the appointment. If the Members' Board does not approve the appointment of any Chair of a Regional Council in accordance with this article, that Regional Council must submit details of a proposed alternative Chair.
83. With effect from the first anniversary (or another date if felt more suitable by the Members' Board) of the inaugural meeting of a Regional Council, the elected Chair of each elected Regional Council is eligible to be invited by the Members' Board to become a member of the Members' Board (and shall immediately cease to be a member of the Members' Board on termination of the position as Chair of the relevant Regional Council).
84. The Members' Board shall have the power to make regulations from time to time in respect of, and to make decisions on, all matters affecting or appertaining to Regions or Regional Councils. Without prejudice to the generality of the foregoing such regulations may govern the powers, functions and procedures of Regions and Regional Councils and of meetings thereof and the constitution of Regional Councils together with the election, co-option, appointment and removal of Regional Council members. No such regulations under this article shall be inconsistent with any provisions of the Articles and where any inconsistency does arise, the provisions of these Articles shall be deemed to take preference.

## **GENERAL MEETINGS**

85. The Members' Board may, whenever it thinks fit, convene a general meeting of the Company ("**General Meeting**").

86. The Company shall hold a General Meeting in every calendar year as its annual general meeting (the "**AGM**") at such time and place as may be determined by the Members' Board, and shall specify the meeting as such in the notices calling it.
87. A General Meeting of the Company may consist of a conference between members some or all of whom are in different places subject to the following provisions:
- 87.1 each Member who participates must be able:
- 87.1.1 to communicate interactively with each of the other participating members addressing the meeting; and
- 87.1.2 if he so wishes, to address all of the other participating members simultaneously;
- whether directly, by conference telephone or by any other form of communications equipment including electronic communication, notwithstanding accidental disconnection of the means of electronic communication during the meeting, (whether in use when these articles are adopted or not) or by a combination of those methods;

#### **NOTICE OF GENERAL MEETINGS**

88. A General Meeting shall be called by not less than fourteen days' clear notice in writing. Such notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, the day and the time of the meeting and, in the case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in General Meeting, to such persons (including the Auditors) as are, under these articles, entitled to receive such Notices from the Company

Provided that a General Meeting shall, notwithstanding that it is called by shorter Notice than that specified in this Article, be deemed to have been duly called if it is so agreed:

- 88.1 in the case of a General Meeting, by all members entitled to attend and vote thereat; and
- 88.2 in any other case by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not

less than ninety per cent of the total voting rights at that meeting of all the members.

89. The accidental omission to give Notice of a General Meeting to or the non-receipt of such Notice by, any person entitled to receive the same shall not invalidate the proceedings at that meeting.

#### **PROCEEDINGS AT GENERAL MEETINGS**

90. All business shall be deemed special that is transacted at a General Meeting with the exception of the consideration of Accounts and Balance Sheets and the Reports of the Members' Board and of the Auditors.
91. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, twelve Members present in person shall be a quorum.
92. If within half an hour from the time appointed for a meeting a quorum is not present the meeting if convened on the requisition of members shall be dissolved. In any other case it shall stand adjourned to a date, time and venue as the Members' Board shall appoint. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.
93. Either the Vice Chair or the Company Secretary shall preside as Chair at every General Meeting.
94. The Chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting, from time to time and from place to place but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place.
95. Whenever a meeting is adjourned for thirty days or more Notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give Notice of an adjournment or of the business to be transacted at an adjourned meeting.
96. At any General Meeting a Resolution put to the vote of the meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of

hands, a poll be demanded by the Chair or by at least three members present in person or by proxy or by any Member or Members present in person or by proxy and representing not less than one-tenth of the total voting power of all the members having the right to vote at the meeting. Unless a poll be so demanded, a declaration by the Chair of the meeting that a Resolution has, on a show of hands, been carried or has been carried unanimously or by a particular majority or lost or not carried by a particular majority, coupled with an entry to that effect in the minute book of the Company, shall be conclusive evidence thereof without proof of the number or proportion of the votes recorded in favour of or against that Resolution.

97. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting shall be entitled to a second or casting vote.

#### **WRITTEN RESOLUTION**

98. A Resolution in writing signed by all the Members from the time being entitled to receive Notice of and to attend and vote at General Meetings shall be as valid as if the same had been passed at a General Meeting duly convened and held.

#### **VOTES OF MEMBERS**

99. Subject as hereinafter provided, every Member shall have one vote, including in a postal ballot to elect the members of the Members' Board and such vote shall be cast only by the Member's duly authorised representative. On a show of hands every Member present in person or by proxy shall have one vote.
100. Save as herein expressly provided no Member other than a Member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Company in respect of his membership, shall be entitled to vote on any question either personally or by proxy or as a proxy for another member, at any General Meeting or in any postal ballot.
101. Votes may be given on a poll either personally or by proxy. A proxy need not be a Member.
102. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a Corporation under its Common Seal if any and if none then under the hand of some Officer of that Corporation duly authorised in that behalf.

103. The instrument appointing a proxy and, under the power of attorney or other authority, if any, under which it is signed or a notarially certified or office copy of that power, shall be deposited at the Office or at such place within England and Wales as is specified for that purpose in the Notice convening the meeting, not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting, at which the person named in the instrument proposes to vote or in the case of a poll not less than forty-eight hours before the time appointed for taking the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
104. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
105. An instrument appointing a proxy shall be in the following form or as near thereto as circumstances admit:

<p><b>FORM OF PROXY</b></p> <p><b>IABM</b></p> <p>I,..... being the nominated representative of  ..... a Member of the above-named Company,  hereby appoint ..... of .....  or failing him, ..... of .....  [in his discretion] as my proxy to vote for me and on my behalf at the General (or adjourned) Meeting  of the Company to be held on the ..... day of ..... 20 .. and at  every adjournment thereof.</p> <p>Dated this ..... day of ..... 20 ..  ..... (Signature or Seal of Appointor).</p>
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106. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

**ACCOUNTS**

107. The Members' Board shall cause proper accounting records to be kept.

108. The accounting records and books of the Company shall be kept at the Office or at such other place or places as the Members' Board shall think fit and shall always be open to inspection upon reasonable notice in writing by the Members' Board or a Member.

## **NOTICES**

109. A Notice or any other Company document may be given by the Company to any Member, either personally, or by sending it by email to an email address as supplied by him to the Company or by sending it by post to him to his registered address as supplied by him to the Company for the giving of Notices to him. Where a Notice is sent by post, service of the Notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the Notice and to have been effected, in the case of a Notice of Meeting, at the expiration of twenty-four hours after the letter containing the same is posted and in any other case, at the time at which the letter would be delivered in the ordinary course of post. A notice given by email shall be deemed to have been effected by properly addressing and sending an email attaching or containing the Notice and it shall be deemed to have been effected at the expiry of twenty-four hours after it is sent by the Company.
110. Notice shall be given in any manner hereinbefore authorised for every General Meeting to every Member, except those Members whose addresses are unknown, and to the Auditor, for the time being, of the Company. No other person shall be entitled to receive Notices of General Meetings.

## **DISSOLUTION**

111. If, upon the winding up or dissolution of the Company, there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other body having objects similar to those objects of the Company which shall prohibit the distribution of its or their income and property amongst its or their members, such body to be determined by the Members of the Company at or before the time of dissolution.

## **INDEMNITY**

112. Every member of the Members' Board or any committee and every officer and servant of the Company shall be entitled to be indemnified out of the assets of the Company against all losses and liabilities incurred by him in or about the execution of

his office or otherwise in relation thereto, providing that nothing in these articles shall entitle him to any indemnity against liability arising through breach of duty, breach of contract, negligence, fraud or similar actions on his part.