



The Companies Act 2006  
**Articles of Association of  
Comité International des Télécommunications de Presse**

**A company limited by guarantee and not having a share capital**

**Adopted by Special Resolution on 10 March 2010**

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**Part 1**

**Exclusion of model articles, interpretation, business name, location of registered office, the Company's objects, application of income and property of the Company and limitation of liability**

**Exclusion of model articles**

- 1 The model articles for private companies limited by guarantee contained in the Companies (Model Articles) Regulations 2008 (SI 2008 No.3229) and any similar regulations in any other legislation relating to companies do not apply to the Company.

**Defined terms**

- 2 In the articles, unless the context requires otherwise:
  - 2006 Act** means the Companies Act 2006;
  - articles** means the Company's articles of association;
  - Associate Member** means an Eligible Associate Member Organisation which is approved as a member of the Company by the Board pursuant to article 25 , and **Associate Members** shall be construed accordingly;
  - Associate Member Delegate** has the meaning given in article 40(1), and **Associate Member Delegates** shall be construed accordingly;
  - bankruptcy** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
  - Board** has the meaning given in article 22;
  - chairman** has the meaning given in article 14(1);
  - chairman of the meeting** has the meaning given in article 49(3);
  - Companies Acts** means the Companies Acts (as defined in section 2 of the 2006 Act ), in so far as they apply to the Company;
  - Company** means Comité International des Télécommunications de Presse, a company registered in England and Wales under number 01010968;
  - Company Members** means the Voting Members, the Associate Members and the Honorary Members, and a **Company Member** shall be construed accordingly;
  - Contributory Unit** has the meaning given in article 28;



**Delegates** means the Voting Member Delegates, the Voting Member Deputy Delegates, the Associate Member Delegates and the Honorary Member Delegates, and a **Delegate** shall be construed accordingly;

**director** means a director of the Company, and includes any person occupying the position of director, by whatever name called, and **directors** shall be construed accordingly;

**document** includes, unless otherwise specified, any document sent or supplied in electronic form;

**electronic form** has the meaning given in section 1168 of the 2006 Act;

**Eligible Associate Member Organisation** means an organisation whose aims are those of an Eligible Voting Member Organisation or which is otherwise part of the publication, information or information technology sector, and **Eligible Associate Member Organisations** shall be construed accordingly;

**eligible director** means a director who would be entitled to vote on a matter were it proposed as a resolution at a Board meeting;

**Eligible Member Organisation** means an Eligible Associate Member Organisation or an Eligible Voting Member Organisation, and **Eligible Member Organisations** shall be construed accordingly;

**Eligible Voting Member Organisation** means an organisation which conducts its business in publishing, information collection or processing and distribution and includes any association of such organisation, and **Eligible Voting Member Organisations** shall be construed accordingly;

**financial year** means a period of one year starting on 1 January and ending on 31 December in any given year;

**good standing**, in relation to a Company Member, has the meaning given in article 43;

**Honorary Member** has the meaning given in article 26, and the **Honorary Members** shall be construed accordingly;

**Honorary Member Delegate** means a delegate of an Honorary Member who, for the avoidance of doubt, is one and the same person as that Honorary Member, and **Honorary Member Delegates** shall be construed accordingly;

**Lower Level Working Bodies** has the meaning given in any Rules of Order which may from time to time be adopted by the Board;

**managing director** has the meaning given in article 19(3);

**member** has the meaning given in section 112 of the 2006 Act;

**Operating Procedures** means the operating procedures of the Company which may from time to time be adopted by the Board;

**ordinary resolution** has the meaning given in section 282 of the 2006 Act;

**participate**, in relation to a Board meeting, has the meaning given in article 12;

**Paying Members** means the Voting Members and the Associate Members, and a **Paying Member** shall be construed accordingly;

**proxy notice** has the meaning given in article 56;



**Rules of Order** means the rules of order of the Company which may from time to time be adopted by the Board;

**special resolution** has the meaning given in section 283 of the 2006 Act;

**subsidiary** has the meaning given in section 1159 of the 2006 Act;

**Voting Member** means an Eligible Voting Member Organisation which is approved as a member of the Company by the Board pursuant to article 25, and **Voting Members** shall be construed accordingly;

**Voting Member Delegate** has the meaning given in article 38(1), and **Voting Member Delegates** shall be construed accordingly;

**Voting Member Deputy Delegate** has the meaning given in article 39(1), and **Voting Member Deputy Delegates** shall be construed accordingly;

and

**writing** means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the 2006 Act as in force on the date when these articles become binding on the Company.

### **Business name**

- 3 The Company conducts its business under the business name of International Press Telecommunications Council.

### **Location of registered office, the Company's objects, application of income and property of the Company and liability of Company Members**

- 4 (1) The registered office of the Company will be situated in England.
- (2) The objects for which the Company is established are:
- (a) to study techniques, research and developments in telecommunications and to consider how they can be best used to improve the flow of news;
  - (b) to formulate the telecommunications requirements of the press and to bring them to the notice of telecommunications authorities in order that they may be taken into account in the planning of improvements and extensions to the existing services and the introduction of new services;
  - (c) to seek representation in national and international organisations or committees dealing with telecommunications;
  - (d) to publish information as to technical progress and developments in the field of telecommunications and of charges in the facilities available to the press;
  - (e) to embark upon any other activities which may seem to the Company to be incidental or conducive to the attainment of the above objects or any of them.



- (3) The income and property of the Company howsoever derived shall be applied solely towards the promotion of the objects of the Company and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Company Members provided that nothing in this paragraph shall prevent the payment in good faith of reasonable and proper remuneration to any officer or servant of the Company or to any Company Member in return for services actually rendered to the Company.
- (4) The liability of each Company Member is limited to £1, being the amount that each Company Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Company Member or within one year after he ceases to be a Company Member, for:
  - (a) payment of the Company's debts and liabilities contracted before he ceases to be a Company Member;
  - (b) payment of the costs, charges and expenses of winding up; and
  - (c) adjustment of the rights of the contributories among themselves.
- (5) If after winding up or dissolution of the Company there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall be given or transferred to some institution or institutions having some charitable object to be determined by the Company Members at or before the time of winding up or dissolution.

## **Part 2**

### **Board**

#### **Board's powers and responsibilities**

##### **Board's general authority**

- 5 Subject to the articles, the Board is responsible for the management of the Company's business, for which purpose it may exercise all the powers of the Company.

##### **Voting Members' reserve power**

- 6 (1) The Voting Members may by special resolution direct the Board to take, or refrain from taking, specified action.
  - (2) No such special resolution invalidates anything which the Board has done before the passing of the resolution.

##### **Board may delegate**

- 7 (1) Subject to the articles, the Board may delegate any of the powers which are conferred on it under the articles:
  - (a) to such person or committee;
  - (b) by such means (including by power of attorney);



- (c) to such an extent;
  - (d) in relation to such matters or territories; and
  - (e) on such terms and conditions;
- as it thinks fit.
- (2) If the Board so specifies, any such delegation may authorise further delegation of the Board's powers by any person to whom they are delegated.
  - (3) The Board may revoke any delegation in whole or part, or alter its terms and conditions at any time.

### **Committees**

- 8 (1) Committees to which the Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by the Board.
- (2) The Board may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

### **Decision-making by the Board**

#### **Board to take decisions collectively**

- 9 (1) The general rule about decision-making by the Board is that any decision of the Board must be either a majority decision at a meeting or by a resolution in writing, or a decision taken in accordance with article 10.
- (2) If:
  - (a) the Company only has one director; and
  - (b) no provision of the articles requires it to have more than one director,the general rule does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to the Board's decision-making.

#### **Unanimous decisions**

- 10 (1) A decision of the Board is taken in accordance with this article 10 when all eligible directors indicate to each other by any means that they share a common view on a matter.
- (2) Such a decision may take the form of a resolution in writing, one or more copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.



- (3) A decision may not be taken in accordance with this article 10 if the eligible directors would not have formed a quorum at such a Board meeting.

### **Calling a Board meeting**

- 11 (1) Any director may call a Board meeting by giving notice of the Board meeting to the directors.
- (2) Notice of any Board meeting must indicate:
  - (a) its proposed date and time;
  - (b) where it is to take place; and
  - (c) if it is anticipated that directors participating in the Board meeting will not be in the same place, how it is proposed that they should communicate with each other during the Board meeting.
- (3) Notice of a Board meeting must be given to each director, but need not be in writing.
- (4) Notice of a Board meeting need not be given to directors who waive their entitlement to notice of that Board meeting, by giving the relevant waiver notice to the Company not more than 7 days after the date on which the Board meeting is held. Where such waiver notice is given after the Board meeting has been held, that does not affect the validity of the Board meeting, or of any business conducted at it.

### **Participation in Board meetings**

- 12 (1) Subject to the articles, directors **participate** in a Board meeting, or part of a Board meeting, when:
  - (a) the Board meeting has been called and takes place in accordance with the articles; and
  - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the Board meeting.
- (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) If all the directors participating in a Board meeting are not in the same place, they may decide that the Board meeting is to be treated as taking place wherever any of them is.

### **Quorum for Board meetings**

- 13 (1) At a Board meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another Board meeting.
- (2) The quorum for Board meetings may be fixed from time to time by a decision of the Board, but it must never be less than a majority number of the members for the time being of the Board, and unless otherwise fixed it is a majority number of the members for the time being of the Board.



### **Chairing of Board meetings**

- 14 (1) Any Voting Member Delegate appointed as the **chairman** under article 19 shall chair Board meetings.
- (2) If the chairman 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.

### **Casting vote**

- 15 (1) If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the Board meeting has a casting vote.
- (2) But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

### **Conflicts of interest**

- 16 (1) If a proposed decision of the Board is concerned with an actual or proposed transaction or arrangement with the Company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- (2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the Company is to be counted as participating in the decision-making process for quorum and voting purposes.
- (3) This paragraph applies when:
- (a) the Company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
  - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - (c) the director's conflict of interest arises from a permitted cause.
- (4) For the purposes of this article 16, 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 Company or any of its subsidiaries;
  - (b) subscription, or an agreement to subscribe, for securities of the Company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
  - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Company or any of its subsidiaries which do not provide special benefits for directors or former directors.



- (5) For the purposes of this article 16, references to proposed decisions and decision-making processes include any Board meeting or part of a Board meeting.
- (6) Subject to paragraph (7), if a question arises at a meeting of the Board 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 chairman whose ruling in relation to any director other than the chairman is to be final and conclusive.
- (7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Board at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

### **Records of decisions to be kept**

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

### **Board's discretion to make further rules**

- 18 Subject to the articles, the Board may make any rule which it thinks fit about how it takes decisions, and about how such rules are to be recorded or communicated to directors.

## **Appointment of directors**

### **Methods of appointing directors**

- 19 (1) Subject to paragraph (2) below, the Voting Members may by simple majority and a secret ballot appoint any Voting Member Delegate who is willing to act as a director, and is permitted by law to do so, as a director at a general meeting. Any director so appointed shall retire at the next annual general meeting and shall then be eligible for re-appointment.
- (2) The Voting Members may only appoint up to eight directors: (i) one director as the chairman and (ii) up to seven additional directors. For the avoidance of doubt, the Voting Members shall not appoint the managing director.
- (3) Subject to the 2006 Act, the Board may by a majority decision appoint any person who is willing to act as a director and is permitted by law to do so, as a director for a term set out in his service contract, who shall be the **managing director**.
- (4) The Board may also appoint by a majority decision another Voting Member Delegate who is willing to act as a director and is permitted by law to do so, as a director (other than the chairman) to fill a vacancy until



the next annual general meeting, but so that the total number of directors shall not at any time exceed any maximum number in accordance with these articles.

- (5) It is recommended that the Board represents the geographical diversity of the Company Members.
- (6) In any case where, as a result of death, bankruptcy or insolvency, the Company has no Voting Members and no directors, the transmittee(s) of the last Voting Member to have an insolvency order made against him have the right, by notice in writing, to appoint a person, who is willing to act and is permitted to do so, to be a director.

### **Termination of director's appointment**

20 A person ceases to be a director as soon as:

- (a) that person ceases to be a director by virtue of any provision of the 2006 Act or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the Company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;
- (g) that person's term as a director has come to an end and he has not been re-appointed as a director for another term;
- (h) the Voting Member who has appointed that person as a Voting Member Delegate is no longer a Voting Member or has been declared by the Board to be not of good standing and is continuing to be not of good standing;
- (i) the Voting Member who has appointed that person withdraws that person's appointment as a Voting Member Delegate;
- (j) that person's appointment as a director (other than the managing director) is terminated by the Voting Members by ordinary resolution at a general meeting;
- (k) in the case of the managing director only, that person's appointment as the managing director is terminated by the Board by a majority decision.



### **Minimum and maximum number of directors**

- 21 The number of directors shall be not less than five nor more than nine in number.

### **Board composition**

- 22 The Board of directors (the **Board**) shall consist of the following as its members:
- (a) the chairman;
  - (b) the managing director; and
  - (c) up to seven additional directors.

### **Directors' remuneration**

- 23 (1) Directors may undertake any services for the Company that the Board decides.
- (2) Directors are entitled to such remuneration as the Board determines:
- (a) for their services to the Company as directors; and
  - (b) for any other service which they undertake for the Company.
- (3) Subject to the articles, a director's remuneration may:
- (a) take any form; and
  - (b) 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.
- (4) Unless the Board decides otherwise, directors' remuneration accrues from day to day.
- (5) Unless the Board decides otherwise, directors are not accountable to the Company for any remuneration which they receive as directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

### **Directors' expenses**

- 24 The Company may pay any reasonable expenses which the directors properly incur in connection with their attendance at:
- (a) meetings of the Board or committees of directors;
  - (b) general meetings; or
  - (c) separate meetings of the holders of debentures of the Company,
- or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Company.

### **Part 3**

#### **Company Members**

##### **Becoming and ceasing to be a member**

###### **Applications for membership by Eligible Member Organisations**

- 25 No Eligible Member Organisation shall become a member of the Company unless:
- (a) that Eligible Member Organisation has completed, and its duly authorised signatory has signed, an application for membership in a form approved by the Board; and
  - (b) the Board has reviewed and approved the application.

###### **Appointment of Honorary Members**

- 26 The Board may appoint by a majority decision a natural person as a member of the Company (an **Honorary Member**) at any time and with immediate effect.

###### **Termination of membership of Company Members**

- 27
- (1) A Paying Member may only withdraw from membership of the Company at the end of a financial year by giving 10 months' prior notice to the Company in writing. If the notice ends at any time after the end of the financial year in which it was given then the withdrawal shall only take effect at the end of the subsequent financial year.
  - (2) The Board may terminate an Honorary Member's membership of the Company by a majority decision at any time and with immediate effect.
  - (3) Membership is not transferable except upon the unanimous consent of the Board.
  - (4) A Company Member's membership terminates when that natural person dies or when that organisation ceases to exist.
  - (5) A Company Member's membership may also be terminated by the Board pursuant to article 44(2).

##### **Membership fees**

###### **Determination of the amount of Contributory Unit**

- 28 At any time prior to the relevant financial year the Voting Members shall by ordinary resolution determine the amount of the membership fee in such currency as set for the time being by the Company pursuant to article 67 to be payable by a Voting Member in respect of a single subscription to the Company for that financial year (a **Contributory Unit**).



### **Determination of the amount of Associate Member Contributory Unit**

- 29 Immediately after the amount of the Contributory Unit has been determined under article 28 the Board shall by a majority decision determine such fraction of the Contributory Unit which an Associate Member shall pay in respect of its subscription to the Company for the relevant financial year (the **Associate Member Contributory Unit**).

### **Payment of membership fees by Voting Members**

- 30 (1) Subject to this article 30 and article 32, a Voting Member shall pay to the Company in accordance with article 34 such amount of the membership fee which equals the amount of one or, in case of that Voting Member exercising its right under article 30(2), more Contributory Units in respect of the relevant financial year.
- (2) A Voting Member may pay two or more Contributory Units in respect of its subscription for a financial year, and if it decides to do so, it shall notify the Company of such decision (in case of an existing Voting Member only) as soon as possible and (in case of a new Voting Member only) immediately prior to its joining the membership of the Company.
- (3) The number of Contributory Units to be payable by a Voting Member in respect of its subscription to the Company for a financial year shall be the same as for the previous financial year unless that Voting Member decides to change the number of Contributory Units to which it subscribes and notifies the Company of its decision (in the case of increase) as soon as possible and (in the case of reduction, such reduction to be to no less than one Contributory Unit) as soon as possible, but in any event not later than ten months prior to the financial year to which the relevant subscription payment relates.

### **Payment of membership fees by Associate Members**

- 31 Subject to article 32, each Associate Member shall pay to the Company in accordance with article 34 the amount of the membership fee which equals the amount of the Associate Member Contributory Unit in respect of the relevant financial year.

### **Payment of membership fees by new Paying Members**

- 32 A new Paying Member, who has joined the membership of the Company on a day other than the first day of a financial year, shall pay the amount of the membership fee in respect of its subscription to the Company for that financial year calculated as follows:
- (a) in the case of a new Voting Member only, the amount of the Contributory Unit for that financial year multiplied by the number of Contributory Units (being no less than one and for which that Voting Member has decided to pay) and the number of the full months remaining in that financial year and then divided by 12; and
- (b) in the case of a new Associate Member only, the amount of the Associate Member Contributory Unit for that financial year multiplied



by the number of the full months remaining in that financial year and then divided by 12.

**Calculation and payment of the amount of the membership fee in case of a Voting Member's decision to increase the number of Contributory Units during a financial year**

- 33 If an existing Voting Member decides to increase the number of Contributory Units at any time during a financial year, then that Voting Member shall pay the amount of the membership fee in respect of such increase, which shall be calculated by reference to the following formula:

the amount of the Contributory Unit for that financial year multiplied by the number of Contributory Units (by which that Voting Member has decided to increase its membership fee in respect of its subscription to the Company for that financial year) multiplied by the number of the full months remaining in that financial year and then divided by 12.

**Payment date**

- 34 A Paying Member shall pay all of its membership fees within 60 days of the issue date of the relevant invoice.

**No payment requirement for Honorary Members**

- 35 An Honorary Member is not required to pay any membership fee in respect of its subscription to the Company for any financial year.

**Invoicing of membership fees**

- 36 The membership fees will be invoiced for each financial year in the final month prior to that financial year, except:
- (a) (in relation to an existing Paying Member) for any increase in the membership fee in respect of that financial year due to the exercise by a Voting Member of its right to increase the number of Contributory Units during the course of that financial year, after the receipt of the relevant notification from that Voting Member; and
  - (b) (in relation to a new Paying Member) for its membership of the Company, immediately after that new Paying Member joins the membership of the Company.

**Rights of Company Members**

**Voting and other rights of Company Members**

- 37 (1) Each Voting Member is entitled to attend, speak and vote at general meetings and any meetings of the Lower Level Working Bodies. The number of votes, which a Voting Member may have in a financial year, equals the number of Contributory Units payable by that Voting Member in respect of its subscription to the Company for that financial year.



- (2) Each Associate Member and each Honorary Member is entitled to attend, speak and vote at any meetings of the Lower Level Working Bodies and to attend and speak at general meetings, but neither of them is entitled to vote at general meetings.

### **Appointment, replacement and termination of appointment of the Company Members' representatives and exercise of the Company Members' rights and powers**

#### **Appointment, change of and exercise of rights and powers by Voting Member Delegates**

- 38 (1) Subject to article 38(2), each Voting Member shall by resolution of its directors or other governing body appoint one natural person (a **Voting Member Delegate**) to represent that Voting Member at the Company and to exercise all the rights and powers of that Voting Member (including without limitation its voting rights at general meetings and at any meeting of the Lower Level Working Bodies).
- (2) A Voting Member may by resolution of its directors or other governing body appoint to represent that Voting Member up to such number of the Voting Member Delegates as shall equal the number of Contributory Units payable by that Voting Member in respect of its subscription for a relevant financial year. Subject to subsections (3) and (4) of section 323 of the 2006 Act, any Voting Member Delegate so appointed may exercise all the rights and powers of that Voting Member (including without limitation its voting rights at general meetings and at any meeting of the Lower Level Working Bodies).
- (3) Any appointment under article 38(1) or article 38(2) shall only become effective upon prior notification in writing of the managing director.
- (4) Subject to article 38(1), a Voting Member may replace or remove (with or without replacement) any Voting Member Delegate appointed by it by giving a prior notice to the managing director in writing.

#### **Appointment, change of and exercise of rights and powers by Voting Member Deputy Delegates**

- 39 (1) A Voting Member may by resolution of its directors or other governing body appoint up to two natural persons to represent that Voting Member at the Company (each a **Voting Member Deputy Delegate**) per each Contributory Unit payable by that Voting Member in respect of its subscription for the relevant financial year.
- (2) A Voting Member Deputy Delegate may exercise all the rights and powers of his appointor (except for the right to vote at general meetings).
- (3) Any appointment under article 39(1) shall only become effective upon prior notification in writing of the managing director.



- (4) A Voting Member may replace or remove (with or without replacement) any Voting Member Deputy Delegate appointed by it by giving a prior notice to the managing director in writing.

### **Appointment, change of and exercise of rights and powers by Associate Member Delegates**

- 40 (1) Each Associate Member shall by resolution of its directors or other governing body appoint one natural person (an **Associate Member Delegate**) to represent that Associate Member at the Company and to exercise all the rights and powers of that Associate Member.
- (2) Any appointment under article 40(1) shall only become effective upon prior notification in writing of the managing director.
- (3) An Associate Member may replace or remove its Associate Member Delegate by giving a prior notice to the managing director in writing.

### **Exercise of rights and powers by an Honorary Member Delegate**

- 41 An Honorary Member Delegate may exercise all the rights and powers of its Honorary Member.

### **Automatic termination of appointment of Delegates**

- 42 The appointment of any Delegate shall automatically cease upon termination or transfer of its appointor's membership of the Company or withdrawal by its appointor from the membership of the Company.

### **Board's declaration of a Company Member not being of good standing, consequences of such declaration and Board's declaration of a Company Member being declared to be of good standing again**

#### **Board's declaration of a Company Member not being of good standing**

- 43 The Board may by a majority decision declare any Company Member:
  - (a) (in the case of a Voting Member or an Associate Member only) who has not complied with all of its financial obligations in respect of the Company (including but not limited to the payment of its membership fees) within the period set out for payment in article 34; or
  - (b) who is otherwise habitually or materially in breach of these articles, the Operating Procedures or the Rules of Order,not to be of **good standing** in which case the provisions in article 44(1) shall, and the provisions in article 44(2) may, apply.

#### **Consequences for Company Members declared to be not of good standing**

- 44 (1) A Company Member who has been declared to be not of good standing pursuant to article 43 shall lose the following rights and powers until such



time as the Board declares it to be of good standing again pursuant to article 45 (unless its membership has been terminated under article 44(2)):

- (a) (in the case of the Voting Members only) the right to vote at any general meetings and any meetings of the Lower Level Working Bodies; and
  - (b) (in the case of the Associate Members and the Honorary Members only) all of its rights and powers.
- (2) The Board may by a majority decision terminate the membership of any Company Member who, once it had been declared by the Board to be not of good standing, has not been declared by the Board to be of good standing again within a period of one year from the date of declaration made by the Board pursuant to article 43.

### **Board's declaration of a Company Member being declared to be of good standing again**

- 45
- (1) A Company Member who has previously been declared to be not of good standing pursuant to article 43 may send a request to the Board in writing setting out sufficient documentary evidence that any outstanding financial obligations and/or any breaches of these articles of association, the Operating Procedures or the Rules of Order (as the case may be) which have led to the Board's declaration of that Company Member being not of good standing have been complied with and rectified respectively and (in case of any such breach involving any dispute over intellectual property or any other dispute) sufficient documentary evidence that such dispute has been resolved.
  - (2) Upon receipt of the request from a Company Member referred to in article 45(1) and upon being satisfied with the evidence presented to it along with the request, the Board may by a majority decision declare that Company Member to be of good standing again in which case all the rights and powers of that Company Member previously lost shall be reinstated.

### **Holding of annual general meetings and organisation of general meetings**

#### **Annual general meetings**

- 46
- (1) The Board shall convene and the Company shall hold a general meeting in every calendar year as its annual general meeting at such time and place as the Board may decide.
  - (2) The Board shall convene and the Company shall hold annual general meetings at intervals not exceeding 15 months.

#### **Attendance and speaking at general meetings**

- 47
- (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.

- (2) A person is able to exercise the right to vote at a general meeting when:
  - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
  - (b) 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) The Board may make whatever arrangements it considers appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- (4) In determining attendance at a general meeting, if the Board has made arrangements in accordance with article 47(3), it is immaterial whether any two or more Voting Members attending it are in the same place as each other.
- (5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

#### **Quorum for general meetings**

- 48
- (1) No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
  - (2) The quorum for a general meeting shall be two or more Voting Members (whether represented by Voting Member Delegates or proxies) holding or representing a majority of the Contributory Units subscribed for in the Company at that time.

#### **Chairing general meetings**

- 49
- (1) If the Voting Members have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.
  - (2) If the Voting Members have not appointed a chairman, or if the chairman has resigned or is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:
    - (a) the directors present; or
    - (b) (if no directors are present), the meeting,must appoint a director or Voting Member Delegate to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
  - (3) The person chairing a meeting in accordance with this article 49 is referred to as the **chairman of the meeting**.



### **Attendance and speaking by managing director and non-Company Members**

- 50 (1) The managing director may attend and speak at general meetings.
- (2) The chairman of the meeting may permit other persons who are not Company Members to attend and speak at a general meeting.

### **Adjournment**

- 51 (1) If the persons attending a general meeting within half an hour after 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 chairman of the meeting must adjourn it.
- (2) The chairman of the meeting may adjourn a general meeting at which a quorum is present if:
- (a) the meeting consents to an adjournment; or
  - (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- (3) The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.
- (4) When adjourning a general meeting, the chairman of the meeting must:
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Board; and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of the Company's general meetings is required to be given; and
  - (b) containing the same information which such notice is required to contain.
- (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.



## Voting at general meetings

### Voting: general

52 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles.

### Errors and disputes

- 53 (1) No objection may be raised to the qualification of any Voting Member (or any of its Voting Member Delegates) 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.
- (2) Any such objection must be referred to the chairman of the meeting whose decision is final.

### Poll votes

- 54 (1) A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote; or
  - (b) 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.
- (2) A poll may be demanded by any Voting Member having the right to vote on the resolution.
- (3) A demand for a poll may be withdrawn by the Voting Member who has demanded it pursuant to article 54(2) if:
- (a) the poll has not yet been taken; and
  - (b) the chairman of the meeting consents to the withdrawal.
- (4) Polls demanded pursuant to article 54(2) must be taken immediately and in such manner as the chairman of the meeting directs.

### Appointment of proxies

55 A Company Member may appoint any Delegate as its proxy.

### Content of proxy notices

- 56 (1) Proxies may only validly be appointed by a notice in writing (a **proxy notice**) which:
- (a) states the name and address of the Company Member appointing the proxy;
  - (b) identifies the person appointed to be that Company Member's proxy and the general meeting in relation to which that person is appointed;



- (c) is signed by or on behalf of the Company Member appointing the proxy, or is authenticated in such manner as the Board may determine; and
- (d) is delivered not less than one hour before the time appointed for general meeting or adjourned meeting to which it relates to the Company in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.

A proxy notice which is not delivered in such manner shall be invalid, unless the Board in its discretion accepts the notice at any time before the meeting.

- (2) The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (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.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
  - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - (b) 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.

### **Delivery of proxy notices**

- 57
- (1) Any notice of a general meeting must specify the address or addresses at which the Company or its agents will receive proxy notices relating to that meeting, or any adjournment of it, delivered in hard copy or electronic format.
  - (2) A Company Member 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 Company by or on behalf of that person.
  - (3) An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
  - (4) 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.
  - (5) 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.

### **Amendments to resolutions**

- 58
- (1) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
    - (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which



- it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
- (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- (2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (3) If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## **Part 4**

### **Administrative arrangements**

#### **Means of communication to be used**

- 59 (1) Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the 2006 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 Company.
- (2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by the Board 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.
- (3) A director may agree with the Company that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

#### **Company seals**

- 60 (1) Any common seal may only be used by the authority of the Board.
- (2) The Board may decide by what means and in what form any common seal is to be used.
- (3) Unless otherwise decided by the Board, if the Company has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.



- (4) For the purposes of this article 60, an authorised person is:
- (a) any director of the Company; or
  - (b) any person authorised by the Board for the purpose of signing documents to which the common seal is applied.

### **No right to inspect accounts and other records**

- 61 Except as provided by law or authorised by the Board or an ordinary resolution of the Company, no person is entitled to inspect any of the Company's accounting or other records or documents merely by virtue of being a Company Member.

### **Provision for employees on cessation of business**

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

## **Directors' indemnity and insurance**

### **Indemnity**

- 63 (1) Subject to paragraph (2), a relevant director of the Company or an associated company may be indemnified out of the Company's assets against:
- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;
  - (b) any liability incurred by that director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the 2006 Act );
  - (c) any other liability incurred by that director as an officer of the Company or an associated company.
- (2) This article 63 does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.
- (3) In this article 63:
- (a) companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and
  - (b) a **relevant director** means any director or former director of the Company or an associated company.



### **Insurance**

- 64 (1) The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article 64:
- (a) a **relevant director** means any director or former director of the Company or an associated company;
  - (b) a **relevant loss** means any loss or liability which has been or may be incurred by a relevant director in connection with that director's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and
  - (c) companies are **associated** if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

### **Company Secretary, Auditor and accounting currency**

#### **No Company Secretary**

- 65 The Company shall have no company secretary. Any duties and responsibilities which would normally be exercised by the company secretary (if such were appointed) shall be exercised by the managing director.

#### **Auditor**

- 66 An auditor shall be appointed by the Company at an annual general meeting to audit the annual accounts of the Company. Any auditor so appointed shall hold office until the next annual general meeting.

#### **Accounting currency**

- 67 The Company may by ordinary resolution set the currency for the purposes of the Company's annual accounts.



## **Part 5**

### **Operating Procedures and Rules of Order**

#### **Contents and approval of Operating Procedures**

- 68 (1) The Operating Procedures shall describe all matters required for the actual operation and management of the Company in areas such as membership, subscription and membership fees, responsibilities of officers, accounts and management of finances, Board procedures and any other matter requiring orderly procedures.
- (2) The Board may by a unanimous vote approve the Operating Procedures and shall bring them to the attention of all of the Company Members within 30 days of such approval.

#### **Contents and approval of Rules of Order**

- 69 (1) The Rules of Order shall describe the taking of decisions in a democratic manner and govern the conduct of all committees of the Company and any subdivision of such committees.
- (2) The Board may by a unanimous vote approve the Rules of Order and shall bring them to the attention of all of the Company Members within 30 days of such approval.