

## **The Companies Act 1985, 1989 and 2006**

### **Company Limited by Guarantee and not having a Share Capital**

#### **Articles of Association**

#### **Of the**

#### **The Transport Planning Society Ltd**

### **1. Definitions**

In these Articles the following definitions shall unless the context otherwise requires have the following meanings:

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| <b>“The Act”</b>  | means the Companies Act 1985, 1989 and 2006 including any statutory modification or re-enactment of that Act for the time being in force;   |
| <b>“AGM”</b>  | Annual General Meeting  |
| <b>“Relevant Professional Body”<br/>[3.2.1 and 3.4.3]</b> | a professional institution, learned society, or other organisation with an interest in transport planning having Institutional Membership in accordance with Article 3.5; and any other body of equivalent standing and relevance agreed for the purpose by the Board of the Company  |
| <b>“Appropriate Training or Course of Study”</b>          | A course leading to chartered membership of the Institution of Civil Engineers, the Royal Town Planning Institute, the Chartered Institute of Logistics and Transport (UK) and the Institute of Highways and Transportation, and any other body of equivalent standing and relevance agreed for the purpose by the Board of the Company |
| <b>“the Articles”</b>                                     | means the Articles of Association of Transport Planning Society Ltd;  |
| <b>“the Auditor”</b>                                      | An auditor, independent examiner or reporting accountant engaged by the Company in compliance with the provisions of the Act;   |
| <b>“Authorised person”</b>                                | means someone with authority to act on behalf of an organisation;   |

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| <b>“The Board”</b>                      | means the Executive Committee of the Transport Planning Society, forming of Board of Directors of the Transport Planning Society Ltd;   |
| <b>“Clear days”</b>                     | in relation to the period of a notice means that the day when the notice is given, or deemed to be given, and the day in respect of which it is given or on which it is to take effect, is excluded from the calculation of the period; |
| <b>“the Company”</b>                    | The Transport Planning Society Ltd  |
| <b>“the Directors”</b>                  | means the members of the Executive Committee of the Transport Planning Society Ltd who constitute its Board of Directors and who are also Directors of the Company ( and “Director” has a corresponding meaning );                      |
| <b>“Full Member”</b>                    | Member who is entitled to vote at a General Meeting (“Full Membership” shall have a corresponding meaning);   |
| <b>“Institutional Member”</b>           | An organisation which is a member in accordance with Article 3.5  |
| <b>“Member organisation”</b>            | means any group, association, Company or other body, including a statutory body, whether incorporated or not, which is eligible to be a member of the Company under the terms of article 3;   |
| <b>“Duly authorised representative”</b> | means the person appointed by a member to act on its behalf in respect of the Company; (“duly appointed representatives’ has a corresponding meaning);  |
| <b>GM</b>                               | A meeting called for the purpose of discussing business matters of the Company and which are not Annual General Meetings;   |
| <b>“Executed”</b>                       | includes any method of execution, including signing and sealing;  |
| <b>“Ordinary member”</b>                | means any person who is a member in accordance with Article 3.2 or 3.3;   |
| <b>“Learned Bodies”</b>                 | an institution or organisation with an interest in the study of transport planning;   |
| <b>“Membership Book”</b>                | means the record of members which shall be  |

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|                                 | kept as a paper record or as a computer record;   |
| <b>“Membership fee”</b>         | means such sum as shall be determined by the Board of Directors from time to time;  |
| <b>"The Memorandum"</b>         | means the Memorandum of Association of the Company;   |
| <b>“Month”</b>                  | means a calendar month  |
| <b>“Office”</b>                 | means the registered office of the Company;   |
| <b>“Organisational Member”</b>  | means any organisation which is a member in accordance with Article 35;   |
| <b>“reasonably sized group”</b> | more than 10%   |
| <b>“The seal”</b>               | means the common seal of the Company if it has one;   |
| <b>“The Secretary”</b>          | means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary; |
| <b>Special Resolution</b>       | A resolution defined as a “Special Resolution” under the Companies Act 2006;  |
| <b>“Student Member”</b>         | A person who is a member in accordance with Article 3.4;  |
| <b>“The United Kingdom”</b>     | means Great Britain and Northern Ireland;   |
| <b>“Written Resolution”</b>     | Resolution approved by members using the Written Resolution procedure set out in Article 6.   |

Words importing the masculine gender only shall include the feminine gender;

Words importing the singular number only shall include the plural number and vice versa;

Words and expressions referring to writing unless the context requires otherwise include references to printing, lithography, and other methods of representing or reproducing words in a visible form;

Any reference to any act, statutory instrument or other piece of legislation shall include any modification or re enactment of that statute;

Subject to the meanings set out above, words or expressions contained in these Articles shall, unless it is obviously not the case from the context, mean the same as those words, or expressions do in the Act.

Words used in this document have their original meaning. Where the meaning of any word is unclear you must abide by the definition given in the Act.

## **2. Objects**

The Company is established for the objects set out in the Memorandum of Association.

## **3. Members**

3.1 The members of the Company shall be the subscribers to the Memorandum and Articles of Association and such other persons or organisations as the Company shall admit to membership in accordance with the rules of the Company.

### **3.2 Ordinary membership**

3.2.1 Ordinary membership of the Company shall be open to:

- (i) individual persons who are or have been engaged in the practice of transport planning or its study, who are:
  - Chartered members of a relevant professional body;
  - Other individuals who are deemed by the Board of Directors to have an appropriate standard of knowledge and experience in the area of Transport Planning;

(ii) Honorary ordinary membership may be offered to persons at the invitation of the Board of Directors or by resolution passed at an AGM.

3.2.2 Each person applying for ordinary membership shall complete an application form and submit the said application form with the required fee to the Secretary.

3.2.3 Applications shall be accompanied by evidence of qualifications, training and experience.

### **3.3 Designated Membership**

3.3.1 Designated membership will be available to ordinary members awarded the Company's qualification for professional transport planners.

3.3.2 Each person applying for Designated membership shall complete an application form and submit said application form with the required fee and a complete set of documentation required for an application for the award of the Company's qualification for professional transport planners to the Secretary.

3.3.3 Applications for Designated membership may only be made by ordinary members of the Company.

3.3.4 An application for Designated membership will be approved by the Board when the Company's qualification for professional transport planners is awarded.

### **3.4 Student Membership**

3.4.1 Student membership is available to those persons studying/training to be engaged in transport planning who are:

- Student members of a relevant professional body;
- Others undergoing appropriate training or course of study.

3.4.2 Each person applying for student membership shall complete an application form and submit the said application form with the required fee to the Secretary.

3.4.3 Student membership may continue for no longer than three years after the completion of such studies or training. At the end of the three years the student member must apply to become an ordinary member.

### **3.5 Organisational Membership**

3.5.1 There are two classes of membership for organisations:

- Institutional Membership;
- Corporate Membership.

3.5.2 Each organisation applying for membership shall complete an application form and submit the said application form with the required fee to the Secretary.

3.5.3 Institutional Membership is available to professional institutions and other learned bodies with a general interest in transport planning, provided that they are able to demonstrate that a reasonably sized group of their members belong to, or would qualify for, membership of the Company.

3.5.4 The following organisations will automatically be regarded as fulfilling the requirements for Institutional Membership:

- Institution of Civil Engineers;
- the Royal Town Planning Institute;
- the Chartered Institute of Logistics and Transport (UK);  
and
- the Institute of Highways and Transportation.

3.5.5 Corporate Membership shall be available to organisations with employees involved in the practice or study of transport planning, but which do not meet the criterion set out in Article 3.5.3.

3.5.6 Institutional and Corporate members may appoint a person to represent them at General Meetings by notifying the Secretary at least 7 days in advance of the meeting, and such a person shall be entitled to participate and vote on the same basis as Ordinary Members. Unless rescinded by the appointing organisations, such an appointment will be valid until the next subsequent AGM.

### **3.6 General Membership Provisions**

- 3.6.1 No person or organisation shall be admitted as a member of the Company unless his or its application for membership is approved by the Board, who may delegate this function to one or more Directors.
- 3.6.2 Any person or organisation whose application for membership is refused by the Board may request a written explanation of that decision; such a request must be made within 14 days of the date of the letter informing the applicant of the Board's decision.
- 3.6.3 Any person whose application has been refused by the Board, who has requested a written explanation in accordance with Clause 3.6.2, shall be entitled to re-submit his/her application to General Meeting.
- 3.6.4 All members of the Company shall be entitled to attend all General Meetings.
- 3.6.5 Only Ordinary and Designated members, and representatives of Organisational Members appointed in accordance with Article 3.5.6 may vote at General Meetings.
- 3.6.6 A member wishing to resign shall do so by notifying the Secretary of the Company in writing. Resignations shall be effective immediately on receipt of a letter of resignation.

### **4. Termination of Membership**

- 4.1 A member shall cease to be a member if:
  - 4.1.1 he or it fails to pay their subscription within 3 months of the date on which it becomes due;
  - 4.1.2 in the case of an organisation it ceases to be an organisation;
  - 4.1.3 he dies;
  - 4.1.4 he or it resigns;
  - 4.1.5 a member, whether an individual or an organisation, fails to respond to a notice sent to the last known address of the member within three months of the said notice being dispatched. A notice must require the member to which it is sent to confirm to the Secretary in writing whether or not he/she or it wishes to remain a member of the Company. If there is a reasonable explanation for this failure the member shall be reinstated. The Board's decision as to what constitutes a reasonable explanation shall be final;
  - 4.1.6 a member, or in the case of an organisation a member or its duly authorised representative, carries out such actions or activities as shall in the opinion of the majority of the members of the Board bring the Company into disrepute;
  - 4.1.7 a member, or in the case of a member which is an organisation the representative of a member becomes permanently incapable by reason of mental disorder, illness or injury of managing and administering her

or his own affairs and the organisation which is so represented refuses or, for whatever reason, fails to elect an alternative representative;

4.1.8 a Designated member fails to satisfy the continuing requirements of the Company's qualification for professional transport planners, having been given due notice of their need to comply.

4.2 Where a member is excluded under the provisions of Articles 4.1.5 – 4.1.8 the Board shall notify the member of his or its expulsion in writing within seven days of the decision having been made.

4.3 In the event that the Board wish to exclude a member under the provisions of Articles 4.1.5 – 4.1.8, the member shall be notified in writing of the actions or omissions for which it is alleged the member is responsible and invited to either:

- resign; or
- make his submissions in writing to the Board.

4.4 Having considered the member's submissions, the Board shall make a decision as to whether the member should be excluded from membership or not. The member shall be informed in writing of the Board's decision by the Secretary. The Board's decision in this respect shall be final and there shall be no right of appeal.

## **5. Decision Making Procedures**

5.1 The Company shall pass resolutions:

5.1.1 by applying the Written Resolution Procedure; or

5.1.2 in Annual General Meetings; or

5.1.3 in General Meetings.

## **6. Written Resolutions**

### **6.1 Written Resolutions by the Board**

6.1.1 If the Board wishes to propose a resolution to the members without holding a General Meeting, the Board may use the Written Resolution procedure by which the Board will:

- (i) submit a draft written resolution ("the Draft Resolution") for Full members' approval;
- (ii) send the Draft Resolution simultaneously to all Full members entitled to vote on the date of the Draft Resolution;

6.1.2 The Board can circulate a Draft Resolution to their Full Membership by:

- (i) circulating a single copy by the first class post to the Full Member's last known home address or registered address. For

the avoidance of doubt the time when the Full Member is considered to have received the Draft Resolution shall be the time of posting;

- (ii) by e-mail to the Full Member's electronic address recorded in the Membership Book PROVIDED THAT the Full Member has agreed in writing to receive notices by e-mail when completing an application form pursuant to Article 30, or in response to a later request from the Secretary; or
- (iii) by sending single copies of the Draft Resolution to some Full Members in accordance with Article 30 and sending e-mails to other Full Members in accordance with article 6.1.2(ii)
- (iv) a Draft Resolution shall be considered properly circulated on the date (the "Circulation Date") when all the single Draft Resolution copies have been posted and/or the e-mails sent, PROVIDED THAT if the Board receives a notification from its internet service provider that the e-mail is undeliverable, the Circulation Date shall be the date when the Board posted a single copy of the Draft Resolution to those Full Members who were not contactable by e-mail.

6.1.3 The Draft Resolution shall:

- (i) state clearly the proposal to be made, and
- (ii) state how Full Members are to signify agreement or disagreement to the Board's proposal, and
- (iii) be dated; and
- (iv) include the names of the Directors making the proposal; and
- (v) state the date by which Full Members should signify their agreement or disagreement to the Draft Resolution, which date shall be not more than 28 or less than 14 Clear Days from the Circulation Date .

6.1.4 A Draft Resolution shall be considered approved when the Board receives in writing within the period specified in Article 6.1.3(v) a clear and unconditional assent by the majority of the Full Membership.

6.1.5 A Full Member can signify his or its clear and specific written assent to a Draft Resolution only by way of a letter, fax or e-mail. For the avoidance of doubt is shall be the responsibility of the Full Member to ensure that the Secretary receives its or his assent to or rejection of the Draft Resolution.

## **6.2 Written Resolutions Proposed by Members**

6.2.1 Five per cent of the Full Members at any given date can request the Board circulate amongst the other Full Members a Draft Resolution.

6.2.2 The Board can refuse to circulate a proposed a Draft Resolution made by a group of Full Members if such proposal is frivolous, vexatious, defamatory of any person or inconsistent with the Articles, the Memorandum or with any legislation in force at that time.



- 6.2.3 In the event referred in Article 6.2.1 above, the Full Members requiring the Board to circulate a Draft Resolution shall provide to the Board a written statement of no more than 1,000 words on the subject matter of the resolution.
- 6.2.4 A request made under Article 6.2 by a group of Full Members can be made to the Board by way of a letter, fax or e-mail and the expenses incurred by the Company in circulating the Draft Resolution shall be paid by the Full Members requesting it unless the Board decides otherwise.
- 6.2.5 Once the Board has received the Draft Resolution from the group of Full Members together with the statement referred to in Article 6.2.3, the Board shall circulate the proposed resolution to the other Full Members and the provisions under Articles 6.1.2 (i) to (v) shall apply.
- 6.3 The removal of a Director or an auditor before the expiration of his period of office cannot be approved by way of a Written Resolution.
- 6.4 If the Draft Resolution is a Special Resolution, it shall:
- state that it is a Special Resolution; and
  - be approved by a majority of no less than 75% of the Full Membership

## **7. Annual General Meetings**

- 7.1 The Company shall hold an Annual General Meeting each year in addition to any other meetings in that year.
- 7.2 Notices calling an Annual General Meeting shall state that the meeting to which they relate is an Annual General Meeting.
- 7.3 Not more than fifteen months shall pass between any two Annual General Meetings of the Company.
- 7.4 So long as the Company holds its first Annual General Meeting within eighteen months of incorporation as a Company limited by guarantee it need not hold an Annual General Meeting in the first year of its incorporation or in the following year.
- 7.5 The Board shall decide when and where an Annual General Meeting shall take place.
- 7.6 The following business shall be dealt with at each Annual General Meeting:
- 7.6.1 the consideration of the accounts and balance sheets;
  - 7.6.2 the reports of the Board and/or the Auditor;
  - 7.6.3 the appointment of and fixing of the payment of the Auditor;
  - 7.6.4 the election of Board members subject to Article 16.

## **8. General Meetings**

- 8.1 All General Meetings called for the purpose of discussing business matters of the Company and which are not Annual General Meetings shall be called General Meetings.
- 8.2 The Board may call General Meetings at its discretion.
- 8.3 In addition, the Board shall call a General Meeting:
  - 8.3.1 at any time if 30 members or 10% of the members whichever is the greater request it; or
  - 8.3.2 if 12 months have elapsed since the end of the last General Meeting or Annual General Meeting and 30 members or 5% of the members, whichever is the greater, request that a General Meeting be called.
- 8.4 In the event described in Articles 8.3.1 or 8.3.2, the members' request to the Board:
  - 8.4.1 may be by any of the means of communication set out in Article 30 but must be authenticated by the person or persons making it;
  - 8.4.2 must state the general nature of the business to be dealt with at the General Meeting;
  - 8.4.3 shall not deal with any matter which is defamatory of any person, frivolous, vexatious or inconsistent with the Company's Memorandum or Articles of Association or any legislation in force at that time.
- 8.5 In the event that a members' request is in breach of Articles 6.2.1-6.2.4, the Board may refuse to call a General Meeting and its decision shall be final.
- 8.6 If the Board is required to call a General Meeting under the provisions of Article 8.3 above to call a General Meeting, the Board shall take immediate steps to convene the General Meeting within 21 days from the day on which the Board becomes subject to the requirement and the General Meeting shall be held on a date no more than 28 days after the date of the notice convening the meeting.
- 8.7 If the Board is required to call a meeting under Article 8.3 above and the Board fails to do so, then the members who requested the General Meeting, or any of them representing more than one half of the total voting rights of the members requesting the meeting of all of the members, may themselves call a General Meeting at the Company's expense and the provisions of Section 305 of the Companies Act 2006 shall apply.

## **9. Notice of Members' Meetings**

- 9.1 14 clear days notice will be given of any meeting, whether an Annual General Meeting or a General Meeting, but the meeting may be called at shorter notice if agreed by 90% of the Full Membership.
- 9.2 The notice shall be in writing by any of the means of communication referred to in Article 30 and shall state the date, time and place of the meeting and the general nature of the business to be transacted. Where the meeting is an

Annual General Meeting, the notice shall state that it is the Company's Annual General Meeting.

- 9.3 The notice shall be given to all members of the Company and to Directors and Independent Examiner or Reporting Accountant. It shall be the responsibility of a member which is an organisation to notify its duly authorised representatives of the date, time and agenda of meetings.
- 9.4 It is open to the Board to invite such additional persons as it wishes to attend meetings but no person or organisation which is not a member of the company shall be entitled to vote.
- 9.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 9.6 The Company may give notice of an Annual General Meeting or a General Meeting through its website provided that Section 309 and Part 47 Schedule 5, Part 4 of the Companies Act 2006 are complied with.
- 9.7 If a General Meeting is called to remove an Auditor or a Director, the Board shall give 28 Clear Days' notice to the Full Membership and the resolution removing the Director or Auditor shall not be effective if the Board does not comply with this requirement.

## **10. Proceedings at Members' Meetings**

- 10.1 Business shall not be transacted at either an Annual General Meeting or a General Meeting unless a quorum is present. A quorum means a minimum of 30 of the members who are entitled to attend and vote upon the business to be transacted at a meeting.
- 10.2 If a quorum is not present after half an hour from the time at which the meeting is due to start or if during a meeting a quorum ceases to be present, the meeting shall;
  - If called at the request of members, be dissolved;
  - If called by any other means be adjourned to the same day in the next week at the same time and place or to whatever date, time and place the Board decides;
- 10.3 In the event that an adjourned meeting is not quorate the officers of the Board present shall make such decision as needs to be made and their decision ratified by the next Board meeting.

## **11. Chair of Meetings**

- 11.1 The chair of the Board, or in the event that there are joint chairs, one of them, shall act as Chair of every general meeting of the Company. If there is no chair or the chair is not willing to act or if the chair is not present within fifteen minutes after the time at which the meeting is due to start the Directors

present shall elect one of their number to be chair. If there is only one Director present and willing to act she or he shall be chair.

- 11.2 If no Director is willing to act as chair, or if no Director is present within fifteen minutes after the time at which the meeting was due to start, the members present and entitled to vote shall choose one of their number to be chair of the meeting.

## **12. Adjournments**

- 12.1 The chair may, with the consent of a meeting at which a quorum is present (and shall if requested to do so by the meeting), adjourn the meeting to whatever time and place, she or he considers appropriate, provided that where a meeting is adjourned for 30 days or more, all persons entitled to attend the adjourned meeting shall receive at least seven days notice of the adjourned meeting. No business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place.
- 12.2 In the event that a meeting is adjourned for less than 30 days, members shall not be entitled to any notice of an adjourned meeting or of the business to be discussed at the adjourned meeting.
- 12.3 Notice of the adjourned meeting shall be given to the Full Membership of the Company.

## **13. Secret Ballot or Show or Member's Hands**

- 13.1 A resolution put to the vote of either an Annual General Meeting or an General Meeting shall be by a show of hands unless before, or on the declaration of the result of, the show of members' hands a Secret Ballot is demanded in the way set out below. Subject to the provisions of the Act, a Secret Ballot may be demanded by:
- the chair; or
  - one tenth of the duly authorised representatives entitled to vote at the meeting, present in person.
- 13.2 Unless a Secret Ballot is demanded a declaration by the chair that a resolution has on the show of hands been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- 13.3 The demand for a Secret Ballot may be withdrawn before the Secret Ballot is taken, but only with the consent of the chair. The withdrawal of a demand for a Secret Ballot shall not invalidate the result of a show of hands declared before the demand for the Secret Ballot was made.
- 13.4 A Secret Ballot shall be taken as the Chair directs. The Chair may appoint scrutineers (who need not be members) and fix a time and place for declaring

the results of the Secret Ballot. The result of the Secret Ballot shall be deemed to be the resolution of the meeting at which the Secret Ballot is demanded.

- 13.5 The Chair shall not vote on any matter except where the votes are equal in favour of and against the resolution, whether on a show of hands or on a Secret Ballot, in which case the Chair shall be entitled to one vote
- 13.6 A Secret Ballot demanded on the election of a chair or on a question of an adjournment shall be taken immediately.
- 13.7 A Secret Ballot demanded on any other question shall be taken either:
  - immediately; or
  - when and where the chair directs.
- 13.8 The demand for a Secret Ballot shall not prevent that part of the meeting to which the Secret Ballot does not relate continuing.
- 13.9 If a Secret Ballot is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

#### **14. Votes of Members**

- 14.1 Every member shall have one vote. The Chair will not vote on any resolution except in the circumstances set out in Article 23.5.
- 14.2 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is made, and every vote not disallowed at the meeting shall be valid. Any objection made at the meeting shall be referred to the Chair whose decision shall be final and conclusive.
- 14.3 On a Secret Ballot votes shall be given personally.
- 14.4 Any organisation which is a member of the Company may by resolution of its Board or other governing body authorise whoever it considers appropriate to act as its representative at any meeting of the Company, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Company.

#### **15. Regional Sections**

- 15.1 Regional Groups may be formed for the purposes of holding meetings and co-operation with other organisations in pursuit of the aims of the Company. Regional sections will consist of individuals and institutions holding membership in accordance with Clause 3 of these Articles. The Board may allocate funds to support the activities of the Regional Groups. Approval of the formation of Regional Groups shall be made by the Board of Directors. Such Regional Groups shall conform to the aims of the Company but have freedom to make their own administrative arrangements, subject to approval of the Board of Directors.

**16. The Board of Directors**

- 16.1 The Board shall consist of a minimum of 3 and a maximum of 23 people.
- 16.2 The Members shall elect from amongst themselves a Chair and up to 12 Directors.
- 16.3 Nominations for the Chair must have the approval of the nominee and be supported by nine members in addition to the proposer or be endorsed by the Board of Directors.
- 16.4 Nominations for Directors must have the approval of the nominee and be supported by three members in addition to the proposer.
- 16.5 In the event that there are more nominees than places for elected Directors, a vote shall be held under arrangements determined and announced from time to time by the Board, and the result announced at the AGM. The places will be allocated to nominees with the most votes.
- 16.6 The Chair shall hold office for 2 years from the conclusion of the AGM at which he is elected.
- 16.7 The normal Term of office for a Director appointed or elected under 16.3 or 16.11 is three years from the date of the AGM at which the appointment or election is announced, except that at the first AGM nominations for 1 or 2 years may be proposed where a nominee has already served on the Executive of the former unincorporated association.
- 16.8 Directors shall not serve for more than 6 consecutive years except that an individual can serve for 7 years if one of those years has been served as Chair, Honorary Secretary or Honorary Treasurer. The additional 1 year should be served immediately following the term in which the Director held the position of Chair, Honorary Secretary or Honorary Treasurer.
- 16.9 One third of the elected members of the Board must retire at each Annual General Meeting, those longest in office retiring first and the choice between any of equal service being made by drawing lots.
- 16.10 The first elected Directors shall take office at the first AGM.
- 16.11 Not more than 6 members of the Board shall be nominated by the representatives of the institutions holding Institutional membership.
- 16.12 Subject to Article 16.14 no person shall be a Director unless he is an Ordinary Member or a Duly Authorised Representative of an Organisational Member.
- 16.13 The Board of Directors may co-opt not more than 4 members, so long as the Board of Directors consists of no more than one third of co-opted members. The co-opted Directors need not be an Ordinary Member or Duly Authorised Representative.
- 16.14 The appointment of a co-opted member shall take effect immediately at the end of the Meeting of the Board at which the appointment was approved.
- 16.15 The Term of Office of a co-opted member of the Board shall end at the conclusion of the next AGM.

- 16.16 A person who has been a co-opted member of the Board may stand for election as an elected member of the Board. All Directors shall not serve for more than 6 consecutive years except that an individual can serve for 7 years if one of those years has been served as Chair, Honorary Secretary or Honorary Treasurer.
- 16.17 A co-opted Director shall be entitled to vote.
- 16.18 The Board will appoint an Honorary Secretary and Honorary Treasurer from amongst its number each year, and such other honorary officer appointments as it considers to be necessary. The Honorary Secretary and Honorary Treasurer may serve as such for a maximum of 5 years.

## **17. Powers and Duties of the Board**

- 17.1 The Board shall manage the Company, subject to:
- the provisions of the Act;
  - the Memorandum of Association;
  - the Articles of Association, and
  - any direction given by the members of the Company passing a special resolution at a general meeting.
- 17.2 No alterations to the Memorandum and Articles of Association and no direction given by the members passing a special resolution above shall make any act done by the members of the Board before the alteration was made or the direction given, invalid.
- 17.3 If these Articles of Association give the Board members special powers, those special powers shall not override the powers given to the Directors in this Article 17.
- 17.4 A meeting of the Board at which a quorum is present may exercise all the powers held by the Board. A quorum shall constitute one third of the members of the Board for the time being or three members of the Board whichever is the greater.
- 17.5 The Board of Directors may:
- (i) enter into contracts on behalf of the Company and any such contract shall be signed by at least two members of the Board.
  - (ii) Elect a Vice-Chair, an Honorary Treasurer and an Honorary Secretary of the Company, and may delegate to such persons such powers and authority and such duties as they shall think fit.
  - (iii) determine the length of time a Director may serve as Honorary Treasurer, or Honorary Secretary subject to that person being a Director.

## **18. Minutes**

- 18.1 The Secretary shall ensure that minutes are made in special minute books, which books may be retained on computer or by hand, provided for the purpose:-

- (i) Of all appointments of officers made by the Board;
- (ii) Of the names of the members of the Board attending each meeting and of those attending any sub committee of the Board;
- (iii) Of all resolutions and proceedings of the Company including Annual General Meetings, General Meetings, meetings of Directors and of sub-committees.

## **19. Disqualification and Removals of Directors**

19.1 A Director shall cease to hold office if she or he:

- Cease to be a Director because of any provision in the Act or is disqualified from acting as a Trustee of a Company by section 45 of the Charities Act 1992;
- Becomes incapable by reason of mental disorder, illness or injury of managing and administering her or his own affairs;
- Resigns her or his office by giving notice to the Secretary (but only if at least three Directors will remain in office when the notice of resignation is to take effect);
- Fails to attend four consecutive Board meetings, and has not submitted apologies to the Secretary and that the Directors resolve that her or his office be vacated;
- Ceases to be the duly authorised representative of a member;
- Is directly or indirectly interested in any contract with the Company and fails to declare the nature of her or his interest in the way required by the Act;
- Becomes bankrupt or makes any arrangement or composition with her or his creditors generally;
- Acts in such a way as to bring the Company into disrepute or in a way which in the opinion of the majority of Directors is against the best interests of the Company;
- Is the duly authorised representative of an organisation which ceases to exist.

19.2 In the event that a Director shall be asked to resign under the provisions of Article 19.1, such decision shall be made by unanimous decision of the remaining members of the Board. The Board shall delegate one of its officers to communicate its decision in writing to the said Director.

19.3 In the event that a Director is asked to resign under the provisions of Article 19.1 above, she or he shall not be able to stand for re election for a period of three years.

19.4 A Director may also be removed from office in accordance with the provisions of Section 168 and 169 of the Act.



## **20. Appointment and Retirement of Directors**

- 20.1 Any person may be appointed or elected as a Director, provided that he is over 18 years of age.
- 20.2 The initial Directors of the Company shall be appointed in accordance with Article 16.
- 20.3 The Company may increase or reduce the number of Directors by ordinary resolution and may by ordinary resolution of which special notice has been given remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.
- 20.4 If a Director retires or ceases to be a Director for any of the reasons set out in Article 32 the members of the Company may elect another person to fill the vacated position on the Board.
- 20.5 In the event that another person is not elected to fill the vacated place on the Board the retiring Director shall, if offering himself for re-election, be deemed to have been re-elected unless the meeting expressly resolves not to fill such vacated office or unless a resolution for the re-election of the retiring Director shall have been put to the meeting and lost.
- 20.6 Any member of the Board appointed under this Article 20 shall hold office only until the next following Annual General Meeting. She or he shall be eligible for election by the members at that Annual General Meeting.
- 20.7 No person shall be appointed as a Director of the Company unless he is recommended by the Directors or unless a Full Member has communicated to the Secretary by email, post or fax, not less than 3 or more than 21 days before the date appointed for the meeting of:-
- 20.7.1 his intention to propose a Full Member for election; or
- 20.7.2 his willingness to act as Director

## **21. Notice of Nominations for Directors**

- 21.1 Not less than seven nor more than twenty-eight clear days before the date a General Meeting is to be held notice shall be given, in accordance with the provisions of Article 30, to everyone entitled to receive notice of the meeting of any person (other than a Director retiring by rotation at the meeting) who is nominated for appointment as a Director; or
- 21.2 The notice shall give the particulars of that person which is required to be included in the Company's register of Directors.

## **22. Directors' Interests**

- 22.1 Except to the extent permitted by Clause 5 of the Memorandum, no Director shall take or hold any interest in property belonging to the Company or receive payment or be interested except as a Director in any other contract to which the Company is party.

- 22.2 A member of the Board shall not vote in respect of any contract in which she or he is interested or any matter arising as a result of that contract. If she or he does vote, the vote shall not be counted.
- 22.3 A member of the Board nominated shall not vote in connection with any matter in which the member's nominating body has an interest or in which the organisation of which she or he is a duly authorised representative has an interest and shall absent them selves from that part of any Board meeting in which such a matter is discussed.
- 22.4 Any member of the Board of Directors for the time being who is a solicitor, accountant, or other person engaged in a profession may charge and be paid all the usual professional charges for business done by him or her, or his or her firm when instructed by members of the Board to act in a professional capacity on behalf of the Company PROVIDED THAT the provisions of Clause 5 of the Memorandum have been adhered to.

### **23. Proceedings of Board**

- 23.1 Subject to the provisions of these Articles, the Board may conduct its activities as it considers appropriate.
- 23.2 There shall be at least two ordinary meetings of the Board each year. A special meeting may be called at any time by the Chair or by any two Directors upon not less than 7 days notice being given to the other members of the Board. If the matter being discussed at the special meeting of the Board is the appointment of a co-opted member of the Board, not less than 21 days notice must be given.
- 23.3 A Director may, and the Secretary at the request of a Director shall, call a meeting of the Board.
- 23.4 It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom
- 23.5 Questions arising at a meeting shall be decided by a majority of votes. The Chair will only cast a vote where the votes for and against a resolution are equal.
- 23.6 The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than three.
- 23.7 The Directors may act even if there are vacancies on the Board. If the number of Board members is less than three, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting.
- 23.8 If the Chair is not present within five minutes after the time at which the meeting was due to start, the Directors present may appoint one of their number to be chair of the meeting.
- 23.9 All acts done by a meeting of Directors or a committee of Directors, shall even though it is discovered after the meeting that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid

as if every such person had been correctly appointed and was qualified and had continued to be a Director and had been entitled to vote.

- 23.10 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a sub committee meeting shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a sub committee of Directors duly convened and held, such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

#### **24. Sub-Committees**

- 24.1 The Directors may set up one or more sub-committees consisting of whichever duly authorised representatives they consider appropriate provided that the chair of each sub committee is also a member of the Board.
- 24.2 All acts and proceedings of any sub-committees shall be fully and promptly reported to the Board and shall be subject to any rules and regulations made by the Board.
- 24.3 A sub-committee shall have power to spend such money on behalf of the Company as the Directors shall decide from time to time.
- 24.4 A sub-committee may elect a chair of its meetings provided that such chair is also a Director of the Company. If no such chair is elected, or if the chair is not present within fifteen minutes of the time at which the meeting was due to start, the members of the sub committee shall elect another member of the sub committee to chair the meeting.
- 24.5 A sub-committee may meet and adjourn as it thinks appropriate. Questions arising at any meeting shall be determined by a majority of votes of the members present, and where there are equal votes, for and against a proposal, the chair shall have the casting vote.
- 24.6 All acts done by a meeting of Directors or a committee of Directors, shall even though it is discovered after the meeting that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been correctly appointed and was qualified and had continued to be a Director and had been entitled to vote.
- 24.7 A resolution in writing, signed by all the Directors entitled to receive notice of a meeting of Directors or of a sub committee meeting shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a sub committee of Directors duly convened and held. Such a resolution may consist of several documents in the same form, each signed by one or more of the Directors.

**25. Bank Accounts**

- 25.1 Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors or such persons as they authorise from time to time, and shall clearly state the name of the Company.
- 25.2 All cheques and orders for the payment of money from any bank account of the Company shall be signed by at least two authorised signatories.

**26. Secretary and Other Office Holders**

- 26.1 The Secretary shall be appointed by the Board in accordance with these articles.
- 26.2 The Board may remove any office holder it appoints.
- 26.3 No member of the Board may occupy the salaried position of Secretary.
- 26.4 Where a provision of the Act or these Articles requires something to be done by a member of the Board and the secretary, that provision must be carried out by two people, one of whom is the secretary. Where the Secretary is also a Director, it is not permissible for the Secretary to act as both the secretary and a director in fulfilling the relevant provision.

**27. The Seal**

- 27.1 The Board shall make sure that the Company seal, if the Company owns such a seal, is kept in a safe place.
- 27.2 The seal shall only be used by the authority of the Board or of a committee authorised by the Board. The Directors may decide and state who shall sign any document to which the seal is affixed and unless they decide otherwise it shall be signed by a Director and either the Secretary or a second Director.

**28. Accounts**

- 28.1 Accounts shall be prepared in accordance with the provisions of Part XV of the Act.

**29. Annual Return**

- 29.1 The Directors shall comply with their obligations under the Act with regard to the preparation of an annual return and sending it to the Registrar of Companies (if so required by the Act).
- 29.2 The accounting records shall be kept at the registered office of the Company or, subject to Sections 386 to 389 the Companies Act 2006, at such other place or places as the Board thinks appropriate.
- 29.3 The accounting records shall be open to the inspection of the members of the Company.

- 29.4 The Board shall determine, where and when and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board.
- 29.5 Not less than twenty one days before the date on which a meeting to consider the Annual Return is due to be held the following documents shall be sent to every member and every nominating organisation whether or not a member of the Company and every holder of debentures of the Company.
- 29.6 A copy of every balance sheet (including every document required by law to be annexed to a balance sheet which is to be laid before the Company in General Meeting):
- A copy of the Auditor's report;
  - A copy of Board of Director's report.

Provided that this Article shall not require a copy of those documents to be sent to any member or nominating body of whose address the Company is not aware.

### **30. Notices**

- 30.1 Any notice to be given to or by any member or Director shall be in writing except that a notice calling a meeting of the Board need not be in writing.
- 30.2 The Company may give any notice to a member or Director:
- 30.2.1 personally; or
  - 30.2.2 by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address;
  - 30.2.3 by email or fax if the member or Director has agreed that those means of communication can be used and have supplied the Honorary Secretary with the email address or fax number. For the avoidance of doubt, the agreement of a member or Director for the purpose of these Articles has to be expressed.
- 30.3 A member who or which has a registered address not within the United Kingdom and which gives the Company an address within the United Kingdom at which notices may be given to him shall be entitled to have notices given to him at that address, but otherwise no such member shall be entitled to receive any notice from the Company.
- 30.4 A member present by its Duly Authorised Representative at any meeting of the Company shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 30.5 The following shall be conclusive proof that the notice was given:
- 30.5.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted; or
  - 30.5.2 a printout of the email sent to the member or Director; or
  - 30.5.3 a printout of the Company's fax machine confirming that a fax was properly sent;

- 30.6 A notice shall be deemed to be given 48 hours after the envelope containing it was posted or five hours after the email or fax was sent. For the avoidance of doubt, these hours shall be counted within the hours of 08:00 to 17:00 in any Clear Day.
- 30.7 A member may give notice to the Company by post to its registered address or by email or fax if the Company displays this information on its official letterhead.

### **31. Indemnity**

- 31.1 Subject to the provisions of the Act every Director or other officer or Independent Examiner or Reporting Accountant of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.

### **32. Rules**

- 32.1 The Directors may make such rules or bye laws as they consider necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- 32.2 The Company and classification of members of the Company (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- 32.3 The conduct of members of the Company in relation to one another, and to the Company's servants;
- 32.4 The setting aside of the whole or any part or parts of the Company's premises at particular time or times or for any particular purpose or purposes;
- 31.5 The procedure at general meetings and meetings of the Directors and committees of the Directors in so far as such procedure is not regulated by the Articles;
- 31.6 Generally, all such matters as are commonly the subject matter of Company rules.
- 31.7 The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Directors shall adopt whatever methods they consider appropriate to bring to the notice of members of the Company all such rules or bye laws, which shall be binding on all members of the Company. Provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

Clauses 7 of the Memorandum of Association of the Company relating to the winding up and dissolution of the Company shall have effect as if the provisions were repeated in these Articles.

**Signatures, Names and Addresses of Subscribers**

| <b>Name</b> | <b>Address</b> | <b>Signature &amp; initials</b> | <b>Witness to your signature and date witnessed (name/ address/ occupation/ date)</b><br><br>Only complete this if different from below. |
|-------------|----------------|---------------------------------|--|
|             |                |                                 |  |
|             |                |                                 |  |
|             |                |                                 |  |

Witness to the above Signatures:

Name:

Address:

Occupation

Dated: