

THE COMPANIES ACT 2006

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

ARTICLES OF ASSOCIATION

of

WOMEN IN PR LIMITED

(adopted by special resolution on 2024)



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ARTICLES FOR WOMEN IN PUBLIC RELATIONS LIMITED
(adopted by special resolution passed on 2024)

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**PART 1
INTERPRETATION AND LIMITATION OF LIABILITY**

1 DEFINED TERMS

1.1 In the articles, unless the context requires otherwise:

“Annual General Meeting”

a meeting of members of the Organisation which will be held every calendar year;

“Ambassador”

has the meaning given in Article 32;

“Application”

the online application process on the Organisation’s website in any form approved by the Executive Committee for any person to become a member of the Organisation;

“Articles”

these articles being the articles of association for the Organisation as the same shall be amended or replaced from time to time;

“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 of Ambassadors”

has the meaning given in Article 32;

“Chair”

has the meaning given in Article 15;

“Chair of the meeting”

has the meaning given in Article 35;

“Code of Conduct”

is the conduct charter adopted by the which applies to Committee Members, Ambassadors and Mentors;

“Committee Member”

includes the people who subscribed to the memorandum of association of the Organisation on incorporation and any other natural person who becomes a Member of the Executive Committee in accordance with these Articles and the Rules;

“Companies Acts”

the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Organisation;

“Corporate Membership”

a body corporate, a partnership, an incorporated or unincorporated association, whether charitable, not for profit, or for profit organisation and whether owned publicly or privately and whether under the control or otherwise of any other entity or organisation including central or local government, who meets the criteria of a Full Member and wants to be seen as supportive of the female workforce in the Industry;

“Director”

a director of the Organisation, and includes any person occupying the position of director, by whatever name called;

“Discounted Members”

a Member who is also a member of the PRCA, or works for a charity registered with the Charity Commission or works for a not for profit organisation;

“document”

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

“electronic form”

is when a document or information has been sent and received by way of electronic equipment for the processing or storage of data and was entirely transmitted, conveyed by wire, by radio, by optical means or by other electromagnetic means;

“Executive Committee” or “Board”

the board comprising the Committee Members as elected and constituted in accordance with these Articles and which will unless the Executive Committee by ordinary resolution determine otherwise comprise the President, Vice President, and other Members up to a maximum of 15 members;

“Full Member”

a Member being an individual who, is engaged or employed in the Industry in a mid to senior level position, has a minimum of 5 years work experience in the Industry and is a resident in the UK;

“General Meeting”

a meeting of the Members which can be called (a) by the Executive Committee or (b) by Members holding at least at least five per cent of the voting rights attaching to all Members give written notice to the President requiring a meeting to be held for any reason;

“Honorary Member”

a former President or an individual specifically invited to join as an Honorary Member by the Executive Committee;

“Industry”

the public relations and communications industry in the United Kingdom;

“Member” or “member”

a person who is a member of the Organisation and include Full Members, Honorary Members, Ambassador Members and Discounted Members;

“Membership Subscription”

the fee payable to become a member of the Organisation;

“notice”

is written notice, which can be served by any member of the Organisation;

“Organisation”

Women in PR Limited;

“ordinary resolution”

a resolution approved by more than half of all Members who are entitled to vote and vote in favour of it;

“participate”

in relation to a meeting has the meaning given in Article 13;

“person”

includes an individual, a body corporate, a partnership, an incorporated or unincorporated association, whether charitable or “for profit” and whether owned publicly or privately and whether under the control or otherwise of any other entity or organisation including central or local government, and **“people”** means one or more of such persons;

“President”

the Committee Member who has been elected as the President of the Organisation by the Executive Committee;

“Purpose”

has the meaning given in Article 2;

“Rules”

the rules of the Organisation adopted by the Executive Committee as the same shall be amended from time to time by the Executive Committee and which together with these Articles comprise the constitution of the Organisation;

“Shadow Board”

has the meaning given in Article 9;

“special resolution”

a resolution approved by more than threequarters of all Members at a duly convened General Meeting or Annual General Meeting who are entitled to vote and vote in favour of it;

“writing”

is 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;

- 1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on the Organisation.

2 INCOME AND PROPERTY OF THE ORGANISATION AND ITS PURPOSE

- 2.1 The Purpose of the Organisation is to increase the number and diversity of women, who are in positions of leadership within the Industry. The Organisation focuses on advocating for women facing the most challenging barriers to progression, in particular those who are discriminated against due to their gender, race, age, sexual orientation, disability or background.
- 2.2 The Organisation’s objectives, in order to achieve the Purpose, are:
- (a) To provide a meeting place for Members to enable them to connect with experienced senior female leaders in the Industry and share their experiences, assist one another in business and exchange information for their mutual benefit.
 - (b) To support and encourage the growth of female board representation.
 - (c) To assist and encourage the female pipeline and the next generation of future female leaders in the profession.
 - (d) To uphold and encourage the highest standards of integrity and professionalism in the practice of public relations.

- (e) To contribute to the development of the profession as a whole by providing mentoring, training, content and events.
- (f) To advocate for any changes in working practices, culture or policy to enable a greater number of female leaders to reach and remain in senior leadership positions.

- 2.3 The income and property of the Organisation, however derived, shall be applied solely towards the promotion of the Purpose and no part of the income or property shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit, to the Members, save that nothing in these Articles shall prevent the payment, in good faith, of reasonable and proper remuneration, pensions, gratuities or other monies to any officer or servant past or present of the Organisation or their dependants, or to any Member, in return for any services rendered to the Organisation, nor prevent the payment of out-of-pocket expenses on behalf of or in connection with the activities of the Organisation, nor prevent the payment of interest at a commercial rate on money lent, or reasonable and proper rent for premises demised or let by any Member.
- 2.4 The Organisation has the power to do anything which is calculated to further the Purpose or is conducive or incidental to doing so.

3 LIABILITY OF MEMBERS

- 3.1 The liability of Committee Members is limited to £1, being the amount that each Committee Member undertakes to contribute to the assets of the Organisation in the event of its being wound up while she is a member or within one year after she ceases to be a member, for:
- (a) payment of the Organisation's debts and liabilities contracted before she ceases to be a member,
 - (b) payment of the costs, charges and expenses of winding up, and
 - (c) adjustment of the rights of the contributories among themselves.
- 3.2 No Committee Member is obliged to contribute any amount under Article 3.1 in excess of the aggregate of £1 and the current annual Membership Subscription as it applies to that Committee Member (if any).
- 3.3 The liability of every Member in the event of the Organisation being wound up or dissolved is limited to the settlement in full of any Membership Subscription due and outstanding on the date of a winding up or dissolution of that Member.
- 3.4 If upon the winding up or dissolution of the Organisation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institute or institutions, having objects similar to the Purpose, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Organisation under or by these Articles, such institution or institutions to be determined by the Committee Members at or before the time of dissolution and if and so far as effect cannot be given to such provision then to some other charitable object.

4 POWER TO AMEND THE ARTICLES

- 4.1 If any amendments are proposed to these Articles, the Executive Committee will notify all Members of the proposed amendments and any such amendments shall only be implemented, if passed by special resolution.

PART 2
COMMITTEE MEMBERS

POWERS AND RESPONSIBILITIES

5 COMMITTEE MEMBERS' GENERAL AUTHORITY

- 5.1 Subject to these Articles, the Committee Members are responsible for the management of the Organisation's business, for which purpose they may exercise all the powers of the Organisation.

6 MEMBERS' RESERVE POWER

- 6.1 The Members may, by special resolution, direct the Committee Members to take, or refrain from taking, specified action.
- 6.2 No such special resolution invalidates anything which the Committee Members have done before the passing of the resolution.

7 COMMITTEE MEMBERS MAY DELEGATE

- 7.1 Subject to the Articles, the Committee Members may delegate any of the powers which are conferred on them under the Articles:
- (a) to such person or committee (being a sub-committee of the Executive 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 they think fit.
- 7.2 If the Committee Members so specify, any such delegation may authorise further delegation of the Committee Members' powers by any person to whom they are delegated.
- 7.3 The Committee Members may revoke any delegation in whole or part, or alter its terms and conditions.

8 SUB-COMMITTEES

- 8.1 Sub-committees to which the Committee Members delegate any of their 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 Committee Members.
- 8.2 The Committee Members may make rules of procedure for all or any sub-committees, which prevail over rules derived from the Articles if they are not consistent with them.

9 SHADOW BOARD

- 9.1 The Shadow Board will comprise up to seven people appointed by the Executive Committee and whom the Executive Committee consider to be potential future leaders in the Industry.
- 9.2 The purpose of the Shadow Board is to :
- (a) provide an opportunity for those on the Shadow Board to connect with and work alongside senior women in the Industry as and where required.
 - (b) provide access to the Industry at social events, mentoring opportunities, and participation in any applicable campaigns.

- (c) act as sounding board and to provide feedback to the Executive Committee, as and when required to do so.
- 9.3 Membership of the Shadow Board will last for 12 months. Each member of the Shadow Board will be assigned to a sub-group for their tenure.
- 9.4 The Committee Member who has been deemed by the Executive Committee as responsible for the Shadow Board, will chair any meetings and Meetings will be held every three months.
- 9.5 Members of the Shadow Board will meet regularly with their Partner Committee Member, at a frequency to be decided on a case by case basis, which is appropriate for the work being undertaken.

DECISION-MAKING BY COMMITTEE MEMBERS

10 COMMITTEE MEMBERS TO TAKE DECISIONS COLLECTIVELY

- 10.1 The general rule about decision-making by Committee Members is that any decision of the Committee Members must be either a majority decision at a meeting or a decision taken in accordance with Article 11.
- 10.2 If:
- (a) the Organisation only has one Committee Member, and
 - (b) no provision of the Articles requires it to have more than one Committee Member, the general rule does not apply, and the Committee Member may take decisions without regard to any of the provisions of the Articles relating to Committee Members' decision-making.

11 UNANIMOUS DECISIONS

- 11.1 A decision of the Committee Members is taken in accordance with this article when all eligible Committee Members indicate to each other by any means that they share a common view on a matter.
- 11.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible Committee Members or to which each eligible Committee Member has otherwise indicated agreement in writing.
- 11.3 References in this article to eligible Committee Members are to Committee Members who would have been entitled to vote on the matter had it been proposed as a resolution at a meeting of the Executive Committee.
- 11.4 A decision may not be taken in accordance with this article if the eligible Committee Members would not have formed a quorum at such a meeting.

12 CALLING A MEETING OF THE EXECUTIVE COMMITTEE

- 12.1 Any Committee Member may call a meeting of the Executive Committee by giving reasonable notice of the meeting to the Committee Members or by authorising the Organisation's company secretary (if any) to give such notice.
- 12.2 Notice of any meeting of the Executive Committee must indicate:
- (a) its proposed date and time;
 - (b) where it is to take place; and

- (c) if it is anticipated that Committee Members participating in the meeting will not be in the same place,

how it is proposed that they should communicate with each other during the meeting.

- 12.3 Notice of a meeting of the Executive Committee must be given to each Committee Member.
- 12.4 Notice of a meeting of the Executive Committee need not be given to Committee Members who waive their entitlement to notice of that meeting, by giving notice to that effect to the Organisation. Where such notice is given after the meeting has been held and within seven days of the meeting, that does not affect the validity of the meeting, or of any business conducted at it.

13 PARTICIPATION IN EXECUTIVE COMMITTEE MEETINGS

- 13.1 Subject to the Articles, Committee Members participate in a Committee Members' meeting, or part of a Committee Members' meeting, when:
 - (a) the 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 meeting.
- 13.2 In determining whether Committee Members are participating in a Committee Members' meeting, it is irrelevant where any Committee Member is or how they communicate with each other.
- 13.3 If all the Committee Members participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

14 QUORUM FOR EXECUTIVE COMMITTEE MEETINGS

- 14.1 At an Executive Committee meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 14.2 The quorum for Executive Committee meetings may be fixed from time to time by a decision of the Committee Members, but it must always include the President, Vice President, and the Treasurer unless they have informed the Executive Committee that they are unable to attend and consented to the meeting being held in their absence, and unless otherwise agreed by the Executive Committee, is fixed at four.
- 14.3 If the total number of Committee Members for the time being is less than the quorum required, the Committee Members must not take any decision other than a decision:
 - (a) to appoint further Committee Members, or
 - (b) to call a general meeting so as to enable the members to appoint further Committee Members.

15 CHAIRING OF EXECUTIVE COMMITTEE MEETINGS

- 15.1 The President will chair Executive Committee meetings. If the President is not participating in an Executive Committee meeting within fifteen minutes of the time at which it was to start, the participating Committee Members must appoint one of themselves to chair it.
- 15.2 The person so appointed by the Committee Members for the time being is known as the Chair.
- 15.3 The Committee Members may terminate the Chair's appointment at any time.

16 CASTING VOTE

- 16.1 If the numbers of votes for and against a proposal are equal, the President (or Committee Member chairing the meeting) has a casting vote.
- 16.2 If, in accordance with the Articles, the President (or Committee Member chairing the meeting) is not to be counted as participating in the decision-making process for quorum or voting purposes, they shall not have a casting vote, or any vote.

17 CONFLICTS OF INTEREST

- 17.1 If a proposed decision of the Committee Members is concerned with an actual or proposed transaction or arrangement with the Organisation in which a Committee Members is interested, that Committee Member is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 17.2 But if Article 17.3 applies, a Committee Members who is interested in an actual or proposed transaction or arrangement with the Organisation is to be counted as participating in the decision-making process for quorum and voting purposes.
- 17.3 This Article applies when:
- (a) the Committee Members (not including the Committee Member who is interested in an actual or proposed transaction or arrangement with the Organisation) decide by majority decision to disapply the provision of the Articles which would otherwise prevent a Committee Member from being counted as participating in the decision-making process; and
 - (b) the Committee Member's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the Committee Member's conflict of interest arises from a permitted cause.
- 17.4 For the purposes of this article, the following are permitted causes:
- (a) a guarantee given, or to be given, by or to a Committee Member in respect of an obligation incurred by or on behalf of the Organisation.
 - (b) subscription, or an agreement to subscribe, for securities of the Organisation 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 Committee Members or former employees and Committee Members of the Organisation which do not provide special benefits for Committee Members or former Committee Members.
- 17.5 For the purposes of this article, references to proposed decisions and decision-making processes include any meeting of the Executive Committee or part of a meeting Executive Committee.
- 17.6 Subject to Article 17.7, if a question arises at an Executive Committee meeting or of a sub-committee meeting as to the right of a Committee Member 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 President (or Committee Member chairing the meeting) whose ruling in relation to any Committee Member other than the President (or Committee Member chairing the meeting) is to be final and conclusive.
- 17.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the President (or Committee Member chairing the meeting), the question is to be decided by a decision of the Committee Members at that meeting, for which purpose the

President (or Committee Member chairing the meeting), is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

18 RECORDS OF DECISIONS TO BE KEPT

- 18.1 The Committee Members must ensure that the Organisation 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 Executive Committee. Appointment of committee members

19 METHODS OF APPOINTING COMMITTEE MEMBERS

- 19.1 Any person who is willing to act as a Committee Member, and is permitted by law to be a director, may be appointed to be a Committee Member:

- (a) by ordinary resolution, or
- (b) by a decision of the Executive Committee (which appointment will be proposed to be ratified by the Members by way of an ordinary resolution at the next following General Meeting).

- 19.2 In any case where, as a result of death, the Organisation has no members and no Committee Members, the personal representatives of the last Committee Member to have died have the right, by notice in writing, to appoint a person to be a Committee Member.

- 19.3 For the purposes of Article 19.2, where 2 or more Committee Members die in circumstances rendering it uncertain who was the last to die, a younger Committee Member is deemed to have survived an older Committee Member.

20 TERMINATION OF COMMITTEE MEMBER'S APPOINTMENT

A person ceases to be a Committee Member as soon as:

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 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) notification is received by the Organisation from the Committee Member that the Committee Member is resigning from office, and such resignation has taken effect in accordance with its terms.

21 COMMITTEE MEMBER'S REMUNERATION

- 21.1 Committee Members are not entitled to any remuneration but may be paid expenses as permitted by Article 22.

22 COMMITTEE MEMBERS' EXPENSES

The Organisation may pay any reasonable expenses which the Committee Members properly incur in connection with their attendance at:

- (a) meetings of Committee Members or sub-committees,
- (b) general meetings, or

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Organisation.

PART 3
MEMBERS

BECOMING AND CEASING TO BE A MEMBER

23 APPLICATIONS FOR MEMBERSHIP

No person shall become a member of the Organisation unless:

- (a) that person has completed an Application; and
- (b) the Executive Committee has approved the Application.

24 MEMBERS

24.1 There is no limit on the number of Members.

24.2 The Members comprise:

- (a) Full Members;
- (b) Corporate Members;
- (c) Honorary Members; and
- (d) Committee Members.

24.3 Every Member shall comply with any Code of Conduct, practice or standards or such other recommendations or requirements for the good conduct of Members as the Executive Committee may from time to time specify.

24.4 The Executive Committee shall have absolute discretion and power to create further membership categories. Any new categories of membership must be proposed and agreed at an Annual General Meeting by way of ordinary resolution.

25 FULL MEMBERS

25.1 In relation to Full Members, the Executive Committee shall have its absolute discretion to be able to reconsider and vary, on a case by case basis, in light of any material change in business, finance, geographical location or status of any given applicant or existing Full Member, whether such Full Member shall become or remain a Full Member and the Executive Committee may in order to reach such decision, undertake any reasonable method they deem necessary.

25.2 Full Membership entitles Full Members to:

- (a) vote at a general meeting, either in person or by proxy; and
- (b) (where such number of members who together hold at least five per cent of the voting rights attaching to all Members) to serve notice on the President requiring a General Meeting to be held.

26 CORPORATE MEMBERS

26.1 In relation to Corporate Members, the Executive Committee shall have absolute discretion to be able to reconsider and vary, on a case by case basis, in light of any material change in business, finance, geographical location or status of any given applicant or existing Corporate Member, whether such Corporate Member shall become or remain a Corporate Member and the Executive Committee may in order to reach such decision, undertake any reasonable method they deem necessary, including an independent audit of the applicant or existing Corporate Member's business objectives.

26.2 Corporate Members are entitled to nominate individuals from within their organisation who fulfil the membership criteria established by these Articles and the Rules to join the Organisation

and those people will be Full Members in accordance with the Articles and the Rules. The participation of Corporate members in the Organisation will be set out in the Rules.

27 HONORARY MEMBER

- 27.1 In relation to Honorary Members, the Executive Committee shall in its absolute discretion be able to reconsider and vary, on a case by case basis, in light of any material changes in the business, finance, geographical location or status of any individual they invite to become or existing Honorary Member.
- 27.2 Honorary Membership entitles Honorary Members to the following rights:
- (a) Honorary Members are granted the same rights as a Full Members; and
 - (b) Honorary Members do not have to pay a Subscription fee.

28 COMMITTEE MEMBER

- 28.1 To become appointed as a Committee Member, a Full Member must be elected at an Annual General Meeting. Additional Committee Members may co-opted onto the Executive Committee throughout the year, if the existing Committee Members agree to the appointment.
- 28.2 A Committee Member will be elected for a term of two years and has the option to stand for re-election for a further two year term.
- 28.3 The maximum number of Committee Members appointed at any one time is fifteen.
- 28.4 Committee Members must abide by the Code of Conduct of the Organisation.

29 MEMBERSHIP SUBSCRIPTION

- 29.1 Any rights of a Member contained in these Articles (including any voting rights) are only exercisable by that Member upon payment of the annual Subscription (excluding Honorary Members)
- 29.2 The Executive Committee, in its absolute discretion, shall review the Subscription amount due. To vary the subscription amount payable, the Executive Committee will need to submit a proposal at the Annual General Meeting and will only be able to vary this amount if the proposal is passed as an ordinary resolution at the Annual General Meeting.
- 29.3 The full Subscription amount is to be paid annually by all Members, excluding Honorary Members and any Member agreed by the Executive Committee as being a Discounted Member.

30 MEMBERSHIP SUSPENSION

- 30.1 Without prejudice to powers given to the Board by Article 31.2 the Executive Committee may, in cases arising under Article 31.2(a) and 31.2(b), suspend Membership for such period and on such terms as it may deem appropriate in the circumstances and may vary such period and terms from time to time, suspension shall be subject to the provisions of the following Article 30.2 .
- 30.2 The suspension of a Member under Article 30.1 will have the effect for the period of suspension of removing from such Member all rights under these Articles attaching to such Membership except the right to receive notices of meetings (but not to attend or exercise any rights at any meetings). Notwithstanding suspension, such Member shall continue to be liable for payment of Membership subscription in accordance with Article 29.

31 TERMINATION OF MEMBERSHIP

- 31.1 A member may withdraw from membership of the Organisation at any time, but if a Member withdraws their membership during the year after paying the Subscription fee, the Member will not be eligible for a refund.
- 31.2 The Executive Committee have the absolute discretion to terminate a Membership if the Member:
- (a) No longer meets the criteria required to become a Member; or
 - (b) has acted in a way that would prejudice the reputation of the Organisation.
- 31.3 If a Membership is terminated and the terminated Member had paid the Subscription for the year, the Member will not be entitled to a refund.
- 31.4 Membership is not transferable.
- 31.5 A person's membership terminates when that person dies or ceases to exist.
- 31.6 Members who do not renew their subscription shall be removed from the Member mailing list and database within 30 days after the expiration of their subscription.

32 AMBASSADORS

- 32.1 The Executive Committee may from time to time invite any individual to join the Board of Ambassadors, who is or will be a future leader in the Industry, to offer the Executive Committee guidance and strategic advice in order to further the Purpose of the Organisation.

ORGANISATION OF GENERAL MEETINGS

33 ATTENDANCE AND SPEAKING AT GENERAL MEETINGS

- 33.1 A Member is able to exercise the right to speak at a general meeting when that Member is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that Member has on the business of the meeting.
- 33.2 A Member is able to exercise the right to vote at a general meeting when:
- (a) that Member is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
 - (b) that Member'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.
- 33.3 The Executive Committee may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

34 QUORUM FOR GENERAL MEETINGS

- 34.1 No business is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 34.2 The general meeting will not be quorate unless at least ten voting members are present.

35 CHAIRING GENERAL MEETINGS

- 35.1 The President shall chair general meetings if present and willing to do so.
- 35.2 If the President is unwilling or unable to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start, the Committee Members present at the meeting,

must appoint a Committee Member to chair the meeting, and the appointment of the Chair of the meeting must be the first business of the meeting.

- 35.3 The person chairing a meeting in accordance with this article is referred to as “the chair of the meeting”.

36 ATTENDANCE AND SPEAKING BY MEMBERS

- 36.1 All Members may attend and speak at general meetings.

37 ADJOURNMENT

- 37.1 If the Members attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the Chair of the meeting must adjourn it.

- 37.2 The Chair 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 Chair 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.

- 37.3 The Chair of the meeting must adjourn a general meeting if directed to do so by the meeting.

- 37.4 When adjourning a general meeting, the Chair 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 Committee Members, and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 37.5 If the continuation of an adjourned meeting is to take place more than 30 days after it was adjourned, the Organisation must give at least 21 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 Organisation’s general meetings is required to be given, and
- (b) containing the same information which such notice is required to contain.

- 37.6 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

38 VOTING: GENERAL

- 38.1 A resolution put to the vote of a general meeting must be decided on a show of hands.

- 38.2 If there is an equality of votes at a general meeting, the President will have the casting vote.

39 ERRORS AND DISPUTES

- 39.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

- 39.2 Any such objection must be referred to the Chair of the meeting whose decision is final.

40 CONTENT OF PROXY NOTICES

- 40.1 Proxies may only validly be appointed by a notice in writing (a “**proxy notice**”) which:
- (a) states the name and address of the Member appointing the proxy;
 - (b) identifies the person appointed to be that Member’s proxy and the Annual General Meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Executive Committee may determine; and
 - (d) is delivered to the Organisation in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 40.2 The organisation may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 40.3 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.
- 40.4 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.

41 DELIVERY OF PROXY NOTICES

- 41.1 A Member who is entitled to attend, speak or vote 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 Organisation by or on behalf of that person.
- 41.2 An appointment under a proxy notice may be revoked by delivering to the Organisation a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 41.3 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.
- 41.4 If a proxy notice is not executed by the Member 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.

42 AMENDMENTS TO RESOLUTIONS

- 42.1 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 Organisation 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 Chair of the meeting may determine), and
 - (b) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.
- 42.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:

- (a) the Chair 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.
- 42.3 If the Chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.
- 43 ANNUAL GENERAL MEETINGS**
- 43.1 The Organisation must hold an Annual General Meeting each year and shall specify the meeting as being the annual general meeting in the notice calling it. Not more than fifteen months shall elapse between the date of one Annual General Meeting and the next.
- 43.2 Twenty one days written notice is required in advance of the Annual General Meeting and this notice must provide the date, time and location of the meeting.

PART 4 ADMINISTRATIVE ARRANGEMENTS

44 MEANS OF COMMUNICATION TO BE USED

- 44.1 Subject to the Articles, anything sent or supplied by or to the Organisation under the Articles may be sent or supplied in any way in which the Companies Act 2006 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 Organisation.
- 44.2 Subject to the Articles, any notice or document to be sent or supplied to a Committee Member in connection with the taking of decisions by Committee Members may also be sent or supplied by the means by which that Committee Member has asked to be sent or supplied with such notices or documents for the time being.
- 44.3 A Committee Member may agree with the Organisation that notices or documents sent to that Committee Member 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.

45 NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS

Except as provided by law or authorised by the Executive Committee or an ordinary resolution of the Organisation, no person is entitled to inspect any of the Organisation's accounting or other records or documents merely by virtue of being a member.

46 PROVISION FOR EMPLOYEES ON CESSATION OF BUSINESS

The Executive Committee may decide to make provision for the benefit of persons employed or formerly employed by the Organisation (other than a Committee Member or former Committee Member) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Organisation.

OFFICERS INDEMNITY AND INSURANCE

47 INDEMNITY

- 47.1 Subject to Article 47.2, a Committee Member may be indemnified out of the Organisation's assets against:

- (a) any liability incurred by that Committee Member in connection with any negligence, default, breach of duty or breach of trust in relation to the Organisation or an associated company,
- (b) any liability incurred by that Committee Member in connection with the activities of the Organisation or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that Committee Member as an officer of the Organisation or an associated Organisation.

47.2 This article 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.

47.3 In this article:

- (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 Committee Member**” means any Committee Member or former Committee Member of the Organisation or an associated company.

48 INSURANCE

48.1 The Executive Committee may decide to purchase and maintain insurance, at the expense of the Organisation, for the benefit of any relevant Committee Member in respect of any relevant loss.

48.2 In this article:

- (a) a “**relevant Committee Member**” means any Committee Member or former Committee Member of the Organisation or an associated company,
- (b) a “**relevant loss**” means any loss or liability which has been or may be incurred by a relevant Committee Member in connection with that Committee Member’s duties or powers in relation to the Organisation, any associated company or any pension fund or employees’ share scheme of the Organisation 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.