

**THE COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL**

ARTICLES OF ASSOCIATION

OF

COMITÉ INTERNATIONAL RADIO-MARITIME

Date of Incorporation: 20 April 1990

Company Number: 02494458



BDB PITMANS

COMPANIES ACT 2006
COMPANY LIMITED BY GUARANTEE
NOT HAVING A SHARE CAPITAL

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- of -

COMITÉ INTERNATIONAL RADIO-MARITIME

DEFINITIONS AND INTERPRETATION

1 Definitions and interpretation

1.1 In these Articles the following words and phrases shall have the following meanings unless the context otherwise requires:

Act	means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force;
Articles	means these Articles of Company;
Authorised Representative	means a person authorised to represent a Member pursuant to Article 17;
Board	means the board of directors of the Company;
clear days	in relation to a period of notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
Company	means Comité International Radio-Maritime;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic form	has the meaning given in the Act;

Group	is defined by reference to the definitions of Holding Company and Subsidiary Company in section 1159 of the Act;
Member	means an organisation which is a subscriber to the Memorandum or who is admitted to membership in accordance with the Articles;
Model Articles	means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI 2008/3229)
Objects	the objects of the Company as set out in Article 4;
Ordinary Resolution	means a resolution (of the Members or, if applicable, a class of the Members) that is passed: <ul style="list-style-type: none"> (i) if a written resolution, by Members representing a simple majority of the total voting rights of eligible Members; (ii) on a show of hands at a meeting, by a simple majority of the votes cast by those entitled to vote; (iii) on a poll at a meeting, by Members representing a simple majority of the total voting rights of Members who (being entitled to do so) vote in person by their Authorised Representative, by proxy or (if applicable) in advance;
poll	means the voting procedure to be used at a general meeting where requested by members pursuant to Article 20 or where it would not be possible to obtain a clear result by a show of hands;
proxy notice	has the meaning given in Article 16;
Rules	The separate rules of the Company which shall be in force from time to time pursuant to Article 36;
Secretary-General	means the person appointed to perform the duties of the secretary of the Company, as well as those functions described at Article 31;
Smaller Company	means a Member organisation which has fewer than fifty (50) employees.
Special Resolution	means a resolution (of the Members or, if applicable, a class of the Members) passed: <ul style="list-style-type: none"> (i) if a written resolution, by Members representing not less than 75% of the total voting rights of eligible Members; (ii) on a show of hands at a meeting, by a majority not less than 75% of the votes cast by those entitled to vote; (iii) on a poll at a meeting, by Members representing not less than 75% of the total voting rights of the Members who (being entitled to do

so) vote in person by their Authorised Representative, by proxy or (if applicable) in advance;

Unit means a unit of membership fee, applicable to all categories of Member, as the Company may decide from time to time, and as further detailed in the Rules;

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

- 1.2 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these Articles become binding on the Company.
- 1.3 All words importing the singular number shall include the plural and vice versa and words importing the masculine gender shall include the feminine.
- 1.4 Headings in the Articles are used for convenience only and shall not affect the construction or interpretation of the Articles.
- 1.5 The Model Articles shall not apply to the Company.

COMPANY DETAILS

2 Name

The name of the Company is Comité International Radio-Maritime.

3 Registered office and official language

- 3.1 The registered office of the Company is to be situated in England and Wales.
- 3.2 All communications, discussions and Company publications shall be in English.

OBJECTS AND POWERS

4 Objects

The objects for which the Company is established ('the Objects') are:

- 4.1 to promote on a non-profit basis the study, standardisation and use of all shipborne electronic equipment, systems and application software supporting marine navigation and communication, and related shipborne and shore-side Information and Operational Technology, including but not exclusively, all matters relating to digital ship operations, cyber security, installations and servicing, and their utilisation in the marine industry;
- 4.2 to participate in international and regional conferences and meetings concerning the above mentioned shipborne electronic equipment, systems and application software; and

- 4.3 to foster relations between all organisations interested in shipborne electronic equipment, systems and application software supporting marine navigation, radio and satellite communications and other associated areas of interest pertaining to the safety of life at sea.

5 Powers

The Company has power to do anything which is calculated to further the Objects, or any of them, or is conducive or incidental to doing so.

APPLICATION, PAYMENT OR DISTRIBUTION OF THE COMPANY'S PROPERTY AND INCOME AND LIMITED LIABILITY OF MEMBERS

6 Application of income and property

- 6.1 The income and property of the Company shall be applied solely towards the promotion of the Objects.
- 6.2 No distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:
- (a) reasonable and proper remuneration to any Member or Director of the Company for any services rendered to the Company;
 - (b) any interest on money lent by any Member or any Director at a reasonable and proper rate;
 - (c) reasonable and proper rent for premises demised or let by any Member or Director; or
 - (d) reasonable out-of-pocket expenses properly incurred by any Director.

7 Conflicts of interests and conflicts of loyalty

- 7.1 Whenever a Director has a personal interest (including but not limited to a personal financial interest or a duty of loyalty owed to another organisation or person) directly or indirectly in a matter to be discussed at a meeting of the Board or a delegated committee of the Directors or in any transaction or arrangement with the Company or under discussion (whether proposed or already entered into), the Director concerned shall:
- (a) declare an interest at or before any discussion on the item;
 - (b) withdraw from any discussion on the item save to the extent that they are invited expressly to contribute information;
 - (c) not be counted in the quorum for the part of any meeting and any vote devoted to that item; and
 - (d) withdraw during the vote and have no vote on the item.

7.2 Where a Director becomes aware of such a personal interest in relation to a matter arising in a resolution in writing circulated to the Board, the Director concerned shall:

- (a) as soon as possible declare an interest to all the other Directors;
- (b) not be entitled to vote on the resolution in writing, and

the resolution shall take effect accordingly provided that any Director who has already voted on the resolution may, on being notified of the personal interest, withdraw or change their vote.

7.3 Articles 7.1(b) to 7.1(d) and 7.2 shall not apply where the matter to be discussed is in respect of a policy of insurance as authorised in the Articles.

7.4 If a conflict of interests arises for a Director, which may but need not be because of a duty of loyalty owed to another organisation or person, and the conflict is not authorised by virtue of any other provision in the Articles, then, on the matter being proposed to the Board, the unconflicted Directors may authorise the conflict of interests (the **authorised conflict**) subject to the conditions in Article 7.5.

7.5 A conflict of interests may only be authorised under Article 7.4 if:

- (a) the unconflicted Directors consider it is in the interests of the Company to do so in the circumstances applying;
- (b) the procedures of Articles 7.1 and 7.2 (as the case may be) are followed in respect of the authorised conflict; and
- (c) the terms of Article 6 are complied with in respect of any direct or indirect benefit to the conflicted Director which may arise from the authorised conflict.

7.6 Where a conflict is authorised in accordance with Articles 7.4 and 7.5 above, the unconflicted Directors, as they consider appropriate in the interests of the Company, may set out any express terms of the authorisation, which may, but need not, include authorising the conflicted Director:

- (a) to disclose information confidential to the Company to a third party; or
- (b) to refrain from taking any step required to remove the conflict,

and may impose conditions on the authorisation.

8 Limited liability of Members

The liability of the Members is limited to £1 per Unit, being the amount that each Member undertakes to contribute to the assets of the Company in the event of the same being wound up while they are a Member, or within one year after they cease to be a Member, for:

8.1 payment of the debts and liabilities of the Company contracted before they cease to be a Member,

8.2 payment of the costs, charges and expenses of winding up, and

8.3 adjustment of the rights of the contributories among themselves.

9 Surplus assets on winding-up or dissolution

On the winding-up or dissolution of the Company, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be distributed or paid to the Members but shall be transferred to another body with purposes similar to those of the Company. Such body will be determined by a resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Directors at or before the time of winding up or dissolution.

MEMBERSHIP

10 Members

10.1 Membership of the Company is open to any organisation which:

- (a) applies to the Company in the form required by the Directors;
- (b) meets the required membership criteria as prescribed in the Rules; and
- (c) is approved by the Directors.

10.2 An application for membership may be approved or rejected by the Directors and no applicant shall be admitted to membership of the Company unless their application for membership has been approved by the Directors.

10.3 Should a Member merge with another company or organisation, that Member may transfer its membership to the new organisation providing such proposed organisation fulfils the Membership criteria set out in the Rules and is approved by the Directors.

10.4 The Company shall maintain a register of Members.

11 Classes of membership

11.1 The Directors shall establish full and associate classes of Membership. Only full members shall have the right to vote for the purposes of the Act.

11.2 The Directors may establish different classes of Membership and prescribe their respective eligibility criteria, privileges and duties and set the amounts of any membership fee, provided that any such fee is ratified by the Members at a general meeting.

11.3 The Directors may also admit such organisations as they see fit as observers or other types of member in accordance with any Rules, provided that such members and observers shall not be members of the Company for the purposes of the Act.

11.4 The Rules shall prescribe the respective eligibility criteria for these classes of membership, together with their privileges, duties, the amounts of Unit allocation and the membership fee, provided that any such fee is ratified by the Members at a general meeting.

12 Cessation of membership

Membership comes to an end if:

- 12.1 the Member ceases to exist;
- 12.2 the Member retires by written notice to the Company provided that after such retirement the number of Members is not less than six (6), any such notice to be provided not less than six (6) months before the end of the Company's current financial year;
- 12.3 any sum due from the Member to the Company has been wholly or partly outstanding for at least six months and the Company serves notice in writing on the Member terminating the membership. In such circumstances the termination of membership shall take effect from the date and time when the notice is served;
- 12.4 the Member is removed from membership by a resolution of the Board that it is in the best interests of the Company that their membership is terminated. Such a resolution may only be passed if:
 - (a) the Member has been given at least 14 clear days' notice in writing of the meeting of the Board at which the resolution will be proposed and the reasons for its proposal; and
 - (b) the Member or, at the option of the Member, the Member's representative, who need not be a Member, has been permitted to make representations to the meeting.

MEETINGS OF MEMBERS

13 Annual general meetings

- 13.1 The Company shall each year hold a general meeting as its Annual General Meeting (**AGM**) in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it.
- 13.2 Not more than fifteen months shall elapse between the date of one AGM of the Company and that of the next.
- 13.3 The AGM shall be held at such time, and by such means and place as the Directors shall appoint.

14 General meetings

- 14.1 The Board may call general meetings.
- 14.2 On the requisition of Members pursuant to the Act the Board shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not sufficient Directors available to form a quorum to call a general meeting, any Director or any Member may call a general meeting in accordance with the provisions of the Act.
- 14.3 Members may submit requests for business to discuss at a general meeting to the Secretary-General.

15 Notice of general meetings

- 15.1 General meetings shall be called by at least one month's notice.
- 15.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at the meeting, being a majority together representing not less than 90% of the total voting rights at that meeting of all the Members.
- 15.3 The notice shall specify the place, the day and the time of meeting, the general nature of the business to be transacted and a statement pursuant to the Act informing the Member of their rights regarding proxies.
- 15.4 Subject to the provisions of the Articles and to any restrictions imposed on any classes of membership, notice of general meeting shall be given in any manner authorised by these Articles.
- 15.5 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Member or other person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 15.6 A Member present at any meeting of the Company either by their Authorised Representative or by proxy shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

16 Proxies

- 16.1 A Member is entitled to appoint another Member's Authorised Representative as their proxy to exercise all or any of the Member's rights to attend and to speak and vote at a general meeting of the Company.
- 16.2 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 other Authorised Representative appointed to be that Member's proxy and the general meeting in relation to which that Authorised Representative is appointed;
 - (c) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Directors may determine; and
 - (d) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 16.3 The Company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 16.4 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.
- 16.5 Unless a proxy notice indicates otherwise, it must be treated as:

- (a) allowing the Authorised Representative 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 Authorised Representative as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 16.6 A Member who is so entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Company by or on behalf of that Member.
- 16.7 An appointment under a proxy notice may be revoked by delivering to the Company a notice in writing given by or on behalf of the Member by whom or on whose behalf the proxy notice was given.
- 16.8 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.

17 Representation of Members at general meetings

- 17.1 Members shall authorise any person to act as their representative at any meeting of the Company. Such Authorised Representative shall, subject to Article 17.2, be entitled to exercise on behalf of the Member the same powers as the Member could exercise if it were an individual.
- 17.2 Written notice of the Authorised Representative's authority shall be given to the Company, failing which the Company shall not be required to accept the right of the Authorised Representative to exercise the Member's rights at meetings. Any such notice given to the Company shall be conclusive evidence that the Authorised Representative is entitled to represent the Member and that their authority has not been revoked. The Company shall not be required to consider whether the Authorised Representative has been properly authorised by the Member.
- 17.3 The Company shall be entitled to regard the Authorised Representative as eligible to represent the Member until written notice to the contrary is received by the Company.

18 Organisation at general meetings

- 18.1 No business shall be transacted at any general meeting unless a quorum is present.
- 18.2 The greater of either one third of the Membership, or three (3) persons entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member, shall be a quorum.
- 18.3 There shall be a chair of every general meeting, as follows.
- (a) The Directors shall elect one of their number to preside as chair at a general meeting. If at any meeting no Director is willing to act as chair or if no Director is present within ten minutes after the time appointed for the holding of the meeting, the Members present shall elect one of their number to chair the meeting.

- 18.4 If within thirty minutes from the time appointed for the meeting a quorum is not present, or if during a meeting a quorum ceases to be present, the meeting:
- (a) if convened on the requisition of Members, shall be dissolved;
 - (b) in any other case, shall be adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Directors may determine.
- 18.5 In relation to adjournment of meetings:
- (a) the chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
 - (b) when a meeting is adjourned for fourteen days or more, the Company shall give at least seven clear days' notice of it by the same means by which notice of the Company's general meetings is required to be given, and containing the same information which such notice is required to contain;
 - (c) otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

19 Attendance and speaking at general meetings

- 19.1 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it by their Authorised Representative are in the same place as each other, however all Members must be able to exercise their rights to speak and vote at that meeting, should they wish to.
- 19.2 A Member is able to exercise the right to speak at a general meeting when the Authorised Representative is in a position, during the meeting, to communicate to all those attending the meeting.
- 19.3 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 Members attending the meeting.
- 19.4 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

DECISIONS OF MEMBERS

20 Voting at general meetings

- 20.1 A resolution put to the vote of a general meeting shall be decided on a show of hands unless before or upon the declaration of the result of the show of hands a poll is duly demanded.
- 20.2 Unless a poll is duly demanded, a declaration by the chair and an entry to that effect in the minutes of proceedings of the Company that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- 20.3 A poll on a resolution may be demanded:
- (a) in advance of the general meeting where it is to be put to the vote, or
 - (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 20.4 A poll may be demanded by:
- (a) the chair of the meeting;
 - (b) the Board;
 - (c) three or more Members by their Authorised Representatives having the right to vote on the resolution; or
 - (d) those representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.
- 20.5 A demand for a poll may be withdrawn if:
- (a) the poll has not yet been taken, and
 - (b) the chair of the meeting consents to the withdrawal.
- 20.6 A poll demanded on the election of the chair of a meeting or on a question of adjournment must be taken immediately. A poll demanded on any other question must be taken either immediately or at such time and place as the chair of the meeting directs, save that it must be taken within thirty days after it was demanded.
- 20.7 If the poll is not taken immediately, at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 20.8 The poll shall be taken in such manner as the chair of the meeting directs.
- 20.9 The chair of the meeting may fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the end of the meeting at which the poll was demanded, save where there are other polls still to be taken in respect of the same meeting.

20.10 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

20.11 In the case of an equality of votes, the Director chairing the meeting shall have a second or casting vote but this does not apply if, in accordance with the Articles, the chair is not to be counted as participating in the decision-making process for quorum or voting purposes.

21 Votes of members

21.1 Every Member shall have one vote.

21.2 Subject to Article 21.4, on a vote on a resolution on a show of hands at a meeting,

(a) every proxy present who has been duly appointed by one or more Members entitled to vote on the resolution has one vote, save that a proxy has one vote for and one vote against the resolution if:

(i) the proxy has been duly appointed by more than one Member entitled to vote on the resolution, and

(ii) the proxy has been instructed by one or more Members to vote for the resolution and by one or more Members to vote against it.

(b) each Authorised Representative eligible to vote in accordance with Article 17 has the voting rights of the Member organisation which they represent, save that:

(i) if more than one person has been authorised in respect of a vote by the same Member organisation, and

(ii) those authorised persons do not vote on the resolution in the same way as each other

then, they shall be treated as not having voted on the resolution.

21.3 Subject to Article 21.4, on a vote of a resolution on a poll taken at a meeting:

(a) all or any of the voting rights of a Member may be exercised by one or more duly appointed proxies;

(b) all or any of the voting rights of a Member organisation may be exercised by an Authorised Representative eligible to vote in accordance with Article 17.

21.4 Where a Member organisation authorises more than one Authorised Representative, the exercise by the Authorised Representatives taken together shall not give more extensive voting rights to that Member than could be exercised by the Member if it were an individual attending in person.

21.5 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 tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair whose decision shall be final and conclusive.

22 Written resolutions

- 22.1 Save for a resolution to remove a Director before the expiration of their period of office or to remove an auditor before the expiration of their term of office, any resolution of the Members may be proposed and passed as a written resolution in accordance with the Act.
- 22.2 Any resolution of the Members for which the Act does not specify whether it is to be passed as an Ordinary Resolution or a Special Resolution, shall be passed as an Ordinary Resolution.
- 22.3 A written resolution shall lapse if it is not passed before the end of 28 days beginning with the date on which the resolution is circulated in accordance with the Act.
- 22.4 Written resolutions shall be sent to Members at the address last provided to the Company. Members shall be responsible for ensuring that such address is kept up to date and is correct.

THE BOARD

23 Directors

- 23.1 Unless otherwise determined by Ordinary Resolution the maximum number of Directors forming the Board shall be fifteen and the minimum number of Directors shall be six.
- 23.2 If a Director is unable to attend a Board Meeting, they may be represented by another Director or by another Authorised Representative of their Member Organisation, such person shall have all the powers of a Director at the specified Board Meeting.

24 Appointment of Directors

- 24.1 A Member may put forward a nominee, normally the Authorised Representative, who is willing to act as a Director and is permitted by law to do so. This person may be appointed to be a Director by Ordinary Resolution of the Members, or by a majority of the existing Directors.
- 24.2 For their nominee to be eligible for appointment, a Member must have paid any membership fee in full.
- 24.3 There shall be at least two positions on the Board made available to and prioritised for nominees of Smaller Companies.
- 24.4 Only one member of each Group is permitted to sit on, or be nominated to, the Board at any one time.
- 24.5 The Members shall elect from amongst the Directors persons to hold office as President, as one of two Vice Presidents and such other honorary offices for such term as shall be determined in the Rules from time to time.
- 24.6 Other than a Director retiring under Article 25, no person may be appointed a Director at any general meeting unless the person is recommended by the Board.
- 24.7 All those entitled to receive notice of a general meeting shall also be given notice of any proposal to appoint a Director.

24.8 No appointment of a Director may be made which would cause the number of Directors to exceed any number fixed as the maximum number of Directors.

24.9 Subject to Articles 25 and 27 a Director shall hold office until their retirement in accordance with Article 25.

25 Retirement of Directors

25.1 Subject to Article 26, the normal term of office for Directors shall be three years. A Director shall be eligible for re-election for a further term of three years.

25.2 After a Director has served three consecutive terms in office, they shall be eligible for re-election only after a year has elapsed since they retired as Director, unless the Board considers it would be in the best interests of the Company for a Director to be eligible for re-appointed and they recommend as such to the Members.

26 Removal of Directors

26.1 The Company may by Ordinary Resolution of which special notice has been given to the Company in accordance with the Act remove any Director before the expiration of the Director's period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.

26.2 The Directors may remove any Director before the expiration of the Director's period of office by a resolution at a meeting of the Directors passed by all the Directors (excluding the Director whose proposed removal is the subject of the resolution) provided that:

- (a) the Director proposed to be removed shall have received at least 14 clear days' notice in writing of the proposed resolution and the reasons for the proposal;
- (b) the Director or, at the option of the Director, the Director's representative, who need not be a Director or Member, has been permitted to make representations to the meeting; and
- (c) the Directors passing the resolution determine that it is in the best interests of the Company to do so.

27 Disqualification or vacation of office of Directors

The office of Director shall be vacated if:

27.1 the Director ceases to be a Director by virtue of any provision of the Act or becomes prohibited by law from being a Director;

27.2 the Director becomes bankrupt or makes any arrangement or composition with their creditors generally;

27.3 a registered medical practitioner who is treating the Director gives a written opinion to the Company stating that the Director has become physically or mentally incapable of acting as a director and may remain so for more than three months;

- 27.4 a court makes an order which wholly or partly prevents the Director from personally exercising any powers or rights which the Director would otherwise have and the Directors resolve that the Director's office be vacated;
- 27.5 the Director resigns their office by written notice to the Company provided that at least the minimum number of Directors required by Article 23.1 remain in office after the resignation takes effect;
- 27.6 the Director is absent from all Board meetings without leave for one year and the Directors resolve that the Director's office be vacated; and
- 27.7 the Director is directly or indirectly interested in any contract with the Company and fails to declare the nature of their interest as required by the Act or the Articles and the Board resolve that the office be vacated.
- 27.8 The Member which the Director represents ceases to be a Member, pursuant to Article 12.

28 Powers and duties of the Board

- 28.1 Subject to the provisions of the Act and the Articles the business of the Company shall be managed by the Board who may exercise all the powers of the Company.
- 28.2 No alteration of the Articles and no direction given by Special Resolution shall invalidate anything which the Board have done before the making of the alteration or the passing of the resolution.
- 28.3 A meeting of the Board at which a quorum is present may exercise all powers exercisable by the Directors.

29 Proceedings and decisions of the Board

- 29.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit.
- 29.2 A meeting of the Board:
- (a) may be called by any two Directors; and
 - (b) shall, at the request of any two Directors, be called by the Secretary-General.
- 29.3 Notice of any meeting of the Board must indicate:
- (a) its proposed date, time and subject matter;
 - (b) where it is to take place; and
 - (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 29.4 In fixing the date and time of any meeting of the Board, the Directors calling it shall try to ensure, subject to the urgency of any matter to be decided by the Directors, that as many Directors as practicable are likely to be available to participate in it.
- 29.5 Notice of a meeting of the Board must be given to each Director, but need not be in writing.
- 29.6 Notice of a meeting of the Directors need not be given to Directors who waive their entitlement to notice of that meeting, which they may do by giving notice to that effect to the Company seven days before or after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.
- 29.7 Directors are to be treated as having waived their entitlement to notice of a meeting if they have not supplied the Company with the information necessary to ensure that they receive the notice before the meeting takes place.
- 29.8 Any Director may participate in a meeting of the Board by means of video conference, telephone or any other suitable electronic means agreed by the Directors whereby all persons participating in the meeting can communicate with all the other participants and participation in such a meeting shall constitute presence in person at that meeting. If all the Directors participating in the 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.
- 29.9 In relation to the quorum for a meeting of the Board:
- (a) no decision other than a decision to call a meeting of the Directors or a general meeting shall be taken by the Directors unless a quorum participates in the decision-making process;
 - (b) the quorum for decision-making by the Board may be fixed from time to time by a decision of the Directors, provided it shall not be less than three or at least one third of the number of Directors from time to time, and unless otherwise fixed it is three;
 - (c) if the total number of Directors for the time being is less than the quorum required for decision-making by the Board, the Directors shall not take any decision other than a decision:
 - (i) to appoint further Directors, or
 - (ii) to call a general meeting so as to enable the Members to appoint further Directors;
 - (d) a Director shall not be counted in the quorum participating in a meeting in relation to a resolution on which the Director is conflicted and/or not entitled to vote.
- 29.10 Questions arising at a meeting shall be decided by a majority of votes.
- 29.11
- (a) The Directors present shall choose one of their number to chair the meeting.

- (b) In the case of an equality of votes, the Director chairing the meeting shall have a second or casting vote but this does not apply if, in accordance with the Articles, the chair is not to be counted as participating in the decision-making process for quorum or voting purposes. No Director in any other circumstances shall have more than one vote.
- 29.12 Acts done by any meeting of the Directors or of a committee, or by any person acting as a Director, shall not be invalidated by the subsequent realisation that:
- (a) there was some defect in the appointment of any such Director or person acting as a Director, or
 - (b) they or any of them were disqualified, or
 - (c) they or any of them had ceased to hold office as Director, or
 - (d) they or any of them were not entitled to vote on the matter.
- 29.13 Save for a resolution to remove a Director from office under Article 26.2, a resolution in writing, agreed by all the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held and may consist of several documents in like form each agreed by one or more Directors.
- 29.14 Subject to the Articles, the Directors may make any rules which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to the Directors.

30 Delegation by the Directors

- 30.1 The Directors may delegate any of their powers or functions to a committee of two or more Directors.
- 30.2 The Directors shall determine the terms of any delegation to such a committee and may impose conditions, including that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom the Directors delegate;
 - (b) no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Directors.
- 30.3 All acts and proceedings of committees shall be reported to the Directors fully and promptly.

31 Delegation of day to day management

- 31.1 The Directors may delegate day to day management and administration to the office of the Secretary-General.
- 31.2 The Directors shall:
- (a) provide a description of the Secretary-General's role; and

- (b) set the limits of the Secretary-General's authority.

31.3 Subject to the provisions of the Act, the Secretary-General shall also act as secretary of the Company.

MINUTES

32 Minutes

32.1 The Directors shall ensure that the Company keeps records, in writing, comprising:

- (a) minutes of all proceedings of general meetings;
- (b) copies of all resolutions of Members passed otherwise than at general meetings;
- (c) minutes of all proceedings at meetings of the Board and delegated committees of the Directors, including the names of the Directors present at the meeting;
- (d) copies of all resolutions of the Directors, including those passed otherwise than at a meeting of the Directors; and
- (e) details of appointments made by the Directors.

32.2 The Directors shall ensure that the records comprising 32.1(a) to 32.1(c) above shall be kept for at least 10 years from the date of the meeting or resolution, as the case may be.

ACCOUNTS, RECORDS AND REPORTING

33 Accounts and records

33.1 The Board shall comply with the requirements of the Act for keeping financial records and the audit or other scrutiny of accounts (as required).

33.2 Accounting records relating to the Company shall be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by Members.

33.3 The Board shall supply a copy of the Company's latest available statement of account to any Director or Member on request, and within two months of the request to any other person who makes a written request and pays the Company's reasonable costs of complying with the request.

COMMUNICATION

34 Means of communication

34.1 Subject to the Articles, the Company may deliver a notice or other document to a Member:

- (a) by delivering it by hand to an address as recorded for the Member in the register of Members;

- (b) by sending it by post or other delivery service in an envelope (with postage or delivery paid) to an address as recorded for the Member in the register of Members;
- (c) in electronic form to an address notified by the Member in writing; or
- (d) by a website, the address of which shall be notified to the Member in writing.

34.2 This Article does not affect any provision in any relevant legislation or the Articles requiring notices or documents to be delivered in a particular way.

34.3 If a notice or document is sent:

(a) by delivering it by hand, it is treated as being delivered at the time it is handed to or left for the Member.

(b) by post or other delivery service in accordance with Article 34.1(b) above it is treated as being delivered:

(i) 24 hours after it was posted, if first class post was used; or

(ii) 48 hours after it was posted or given to delivery agents, if first class post was not used;

provided it can be proved that a notice or document was delivered by post or other delivery service by showing that the envelope containing the notice or document was:

(iii) properly addressed; and

(iv) put into the postal system or given to delivery agents with postage or delivery paid.

(c) by electronic form it is treated as being delivered at the time it was sent.

(d) by a website, it is treated as being delivered when the material was first made available on the website, or if later, when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.

INDEMNITY

35 Indemnity

35.1 Subject to Article 35.2, but without prejudice to any indemnity to which they may otherwise be entitled every Director or former Director shall be indemnified out of the assets of the Company in relation to any liability they incur in that capacity.

35.2 This Article does not authorise any indemnity to the extent that such indemnity would be rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

RULES

36 Rules

- 36.1 The Board may from time to time make such Rules, as they may deem necessary or convenient for the proper conduct and management of the Company or for the purpose of prescribing classes and conditions of membership of either the Company or any group established to support the Company. In particular but without prejudice to the generality of the above, they may by such Rules regulate:
- (a) the rights, privileges and/or duties of Members and the conditions of membership;
 - (b) the conduct of Members in relation to one another and to the Company's employees;
and
 - (c) the procedure at general meetings and meetings of the Directors and committees in so far as such procedure is not regulated by these Articles.
- 36.2 The Directors shall adopt such means as they deem sufficient to bring to the notice of Members all such Rules which, so long as they shall be in force, shall be binding on all Members provided nevertheless that no Rules shall be inconsistent with, or shall affect or repeal anything contained in the Articles.