

**Company No: 00323204**

**THE COMPANIES ACTS 1985 AND 2006  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL**

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**ARTICLES OF ASSOCIATION  
of  
UK THEATRE ASSOCIATION**

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**Incorporated on 16 January 1937**

**Articles of Association adopted by special resolution  
passed on 14 November 2013 and to take effect from 2 January 2014**

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The Companies Acts 1985 and 2006

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION  
OF  
UK THEATRE ASSOCIATION

(as adopted by Special Resolution on 14 November 2013  
and to take effect from 2 January 2014)

**1. GENERAL**

1.1 In these Articles:

- "address"** means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages or any other contact details for the purpose of communicating by electronic means in each case registered with the Association;
- "Articles"** means these Articles of Association, as amended from time to time;
- "Association"** means the above-named company;
- "Board"** means all the directors of the Association from time to time;
- "Board-Appointed Vice-President"** means the vice-president of the Association appointed in accordance with Article 22.7 or Article 22.8;
- "Board Member"** means a director of the Association;
- "Chief Executive"** means the chief executive of the Association as appointed from time to time pursuant to Article 19.5;
- "clear days"** in relation to the period of a notice means a period of calendar days (inclusive of weekends and both public and bank holidays) excluding:
- (a) the day when the notice is given or deemed to be given; and
  - (b) the day for which it is given or on which it is to take effect;
- "Committee"** includes any committee, working party, advisory group, sub-committee or other group established by the Board from time to time;

|                                     |  |
|-------------------------------------|--|
| <b>“Companies Acts”</b>             | means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Association;   |
| <b>“document”</b>                   | includes, unless otherwise specified, any document sent or supplied in electronic form;  |
| <b>“Elected Vice President”</b>     | means the vice-president of the Association as elected pursuant to Article 22;   |
| <b>“electronic form”</b>            | means a document sent or supplied by electronic means (for example, by e-mail or fax), or by any other means while in an electronic form (for example, sending a disk by post);  |
| <b>“electronic means”</b>           | has the meaning given in section 1168 of the Companies Act 2006 (including any statutory modification or re-enactment thereof for the time being);   |
| <b>“Equity”</b>                     | means the trade union, Equity;   |
| <b>"Member"</b>                     | means a member of the Association for the purposes of the Companies Acts;  |
| <b>"Member Representative"</b>      | means an authorised representative of a Member appointed pursuant to Article 15;   |
| <b>"Non-Elected Vice-President"</b> | means the non-elected vice-president of the Association being the most recent past President;  |
| <b>"Office"</b>                     | means the registered office of the Association;  |
| <b>“ordinary resolution”</b>        | means a resolution agreed by a simple majority of the Members present and voting in person or by proxy at a general meeting or, in the case of a written resolution, by Members who together hold a simple majority of the voting rights in the Association; |
| <b>"President"</b>                  | means the president of the Association as elected pursuant to Article 22;  |
| <b>“Registered Address”</b>         | means, in relation to a Member or a Board Member, the address entered on the Association’s register of members from time to time in respect of that Member or Board Member;  |
| <b>"Related Organisation"</b>       | means, in relation to a Full Member, an organisation which is managed or owned by, and which has some directors in common with, that Member;   |
| <b>“special resolution”</b>         | means a resolution agreed by at least 75% of the Members present and voting in person or by proxy at a general meeting or, in the case of a written resolution, by Members who together hold at least 75% of the voting rights in the Association;           |

- "The Theatre Council"** means the body comprising the Association, Society of London Theatre and Equity and governed by a constitution which took effect on 1 January 2013, as amended from time to time;
- "Vice-Presidents"** means the Elected Vice-President and the Non-Elected Vice-President and the Board-Appointed Vice-President;
- "year"** means calendar year; and
- "writing" or "written"** means written, printed or lithographed, represented or reproduced using any other modes of representing or reproducing words in a visible form, including in electronic form or any combination of those forms.

- 1.2 The Articles are to be interpreted without reference to the model articles under the Companies Act 2006, which do not apply to the Association.
- 1.3 Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 1.4 Words or expressions contained in the Articles and not otherwise defined which are defined in the Companies Acts (but excluding any statutory modification not in force when these Articles become binding on the Association) shall have the same meaning.
- 1.5 Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## **2. OFFICE**

The Office of the Association will be situated in London.

## **3. OBJECTS**

- 3.1 The objects for which the Association is established are:-
- (a) to establish and conduct an association for the encouragement and development of the production and presentation of theatre and the other performing arts and the support and professional development of individuals working in theatre and the other performing arts ("**Theatrical Management**");
  - (b) to take all such steps as may be considered expedient for those purposes including the provision of legal and other professional advice and assistance;
  - (c) to adjust controversies between Members and promote the settlement of them by arbitration or otherwise without recourse to legal proceedings;
  - (d) to facilitate concerted action in any matters generally connected with the welfare of Theatrical Management or for such other purposes as the Association may determine;

- (e) to collect and distribute statistical and other information relating to Theatrical Management, and print and publish newspapers, journals, pamphlets and other literature calculated to advance the interests of Theatrical Management;
- (f) to consider all questions affecting the interests of Theatrical Management, and any legislation, bye-laws or regulation affecting those interests;
- (g) to initiate, support or oppose such legislation or regulations either by petition, public meetings or otherwise;
- (h) to support or oppose any proceedings, legal or otherwise, affecting the general body of Members;
- (i) to codify and amend, as may be considered expedient, the practice and customs relating to Theatrical Management; and
- (j) to do anything else which the Board decides to do in the spirit of the above objects.

#### **4. LIABILITY OF MEMBERS**

4.1 The liability of the Members is limited.

4.2 The liability of each Member for:

- (a) the payment of the Association's debts and liabilities contracted before he or she or it ceases to be a Member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) the adjustment of the rights of the contributors among themselves,

is limited to £1 (being the amount that each Member undertakes to contribute to the assets of the Association in the event of it being wound up while he or she or it is a Member, or within one year after he or she or it ceases to be a Member).

#### **5. APPLICATION OF INCOME AND PROPERTY**

5.1 The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set out in Article 3. None of the income or property of the Association shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to any Member.

5.2 The provisions of Article 5.1 do not prevent the payment, in good faith, of:

- (a) reasonable and proper remuneration to any officer or employee of the Association, or to any Member (who is not a Board Member) for any goods supplied or services rendered to the Association; or
- (b) reasonable and proper remuneration to any other entity in which any Member, officer or employee of the Association has a direct or indirect interest for any goods supplied or services rendered to the Association; or

- (c) interest on money lent to the Association at a reasonable and proper rate by any Member, Related Organisation or entity in which a Member has a direct or indirect interest; or
- (d) reasonable and proper rent for premises let to the Association by any Member, Related Organisation or entity in which a Member has a direct or indirect interest.

5.3 Board Members shall not:

- (a) be appointed to any salaried office of the Association or any office of the Association paid by fees, whilst they are Board Members; or
- (b) receive remuneration or any other financial benefit from the Association except:
  - (i) reimbursement of out-of-pocket expenses; or
  - (ii) interest on money lent to the Association at a reasonable and proper rate; or
  - (iii) reasonable and proper rent for premises let to the Association; or
  - (iv) reasonable and proper remuneration for any services rendered to the Association other than those services rendered in the capacity of a Board Member.

## 6. SUBSCRIPTION SCHEME

- 6.1 The Association may operate one or more subscription schemes for individuals, corporate bodies and other entities professionally involved in the production and/or presentation and/or management of the performing arts (each a "**Subscription Scheme**").
- 6.2 Subscribers to a Subscription Scheme ("**Subscribers**") shall not be Members of the Association unless appointed as Members in accordance with Article 8.4 or 8.5.
- 6.3 Any Subscriber which is not an individual may appoint an individual to act as its representative ("**Subscriber Representative**").

## 7. MEMBERSHIP

- 7.1 The Association will have the following categories of Members and such other categories as the Board determines pursuant to Article 7.3:
  - (a) "**Full Members**": being either (i) companies, firms, charitable trusts or local authorities professionally involved in the production and/or presentation of theatre; or (ii) Deposit Members who have become Full Members pursuant to Article 8.3;
  - (b) "**Group Members**": being Members appointed pursuant to Article 7.2;
  - (c) "**Deposit Members**": being firms or companies professionally involved in the production and/or presentation of theatre without the support of state funding, who are required to place deposits with The Theatre Council;

- (d) **"Individual Members"**: being Subscribers (or Subscriber Representatives) who are:
  - (i) appointed as Board Members in accordance with Article 16.4 or Article 16.8; or
  - (ii) elected as President or Elected Vice-President in accordance with Article 22; or
  - (iii) appointed as Board-Appointed Vice-President in accordance with Article 22; or
  - (iv) acting as Non-Elected Vice-President in accordance with Article 22; and
- (e) **"Honorary Members"**: being persons appointed to honorary membership of the Association by the Board.

7.2 Full Members may from time to time apply to the Board to have a Related Organisation admitted to membership of the Association as a "**Group Member**". There is no limit to the number of Group Members that may be admitted to membership in relation to a Full Member.

7.3 Subject to Article 8 the Board will be entitled at its absolute discretion at any time to:

- (a) create other categories of membership in addition to those set out in Article 7.1;
- (b) approve or reject any application for membership and determine into which category of membership the applicant will be admitted without being required to state the reason; and
- (c) determine the benefits afforded to any category of membership.

## **8. ELECTION OF MEMBERS**

8.1 Except for those Members appointed automatically under Article 8.4 or 8.5, all applicants for membership must complete an application form in such form as the Board may determine. An application must be submitted to the Chief Executive and will be considered as follows:

- (a) the Chief Executive will arrange such meetings with the applicant as he or she considers necessary, following which he or she will refer the application to the Board with his or her recommendation as to whether or not the applicant should be accepted into membership.
- (b) if the Board at its discretion considers that the applicant should be accepted into membership, the Chief Executive will notify:
  - (i) the Members and the general secretary of Equity of the application; and
  - (ii) the applicant that, if no objection is received by the Chief Executive within 21 days, the applicant will be accepted into membership, subject to paying the appropriate subscription;



- (c) any Member may object to the application, providing they state their reason in writing to the Chief Executive within 21 days of the date of notification by the Chief Executive in accordance with Article 8.1(b)(i). Any objection will be considered by the Board and may be accepted or rejected, such decision to be taken by a simple majority vote of the Board;
  - (d) objection to the application may be lodged by Equity under The Theatre Council's constitution within 21 days of the date of the notification by the Chief Executive in accordance with Article 8.1(b)(i). If the objection is upheld by The Theatre Council the application will be rejected;
  - (e) subject to paragraphs 8.1(c) and 8.1(d) above, the applicant will be accepted into membership as soon as payment of the appropriate subscription has been made; and
  - (f) upon acceptance into membership the Member will receive a copy of the Articles.
- 8.2 If the application is unsuccessful at any stage the Chief Executive will inform the applicant. The Chief Executive need not give any reason for the failure of an application.
- 8.3 A Deposit Member will be entitled to apply in writing to the Chief Executive to become a Full Member when they have been a Deposit Member for 2 years, subject to having placed such number of deposits with The Theatre Council as may from time to time be determined by the Board at its discretion. Any such application will be considered as follows:
- (a) the Chief Executive will refer the application to the Board;
  - (b) if the Board at its discretion considers that the applicant should be accepted into Full Membership, the Chief Executive will notify the general secretary of Equity of the application;
  - (c) if the Chief Executive receives no written objection from Equity within 14 days of notification pursuant to Article 8.3(b), the Member will be accepted as a Full Member; and
  - (d) if the application is unsuccessful at any stage the Chief Executive will inform the applicant. The Chief Executive need not give any reason for the failure of an application and the Deposit Member will remain a Deposit Member.
- 8.4 Subscribers (or Subscriber Representatives) who are appointed as Board Members under either Article 16.4 or Article 16.8 shall automatically be appointed as Individual Members for the duration of their term of office as Board Members.
- 8.5 Subscribers (or Subscriber Representatives) who are:
- (a) elected as President or Elected Vice-President; or
  - (b) appointed as Board-Appointed Vice President; or
  - (c) acting as Non-Elected Vice-President

in accordance with Article 22, shall either remain or automatically be appointed as Individual Members for the duration of their term of office as President and/or Vice-President.

## **9. SUBSCRIPTION**

- 9.1 Full, Group and Deposit Members will pay an annual subscription by 1 January each year in respect of that year.
- 9.2 Individual Members and Honorary Members will not pay an annual subscription.
- 9.3 The Board will fix the annual subscriptions for Full Members and Deposit Members and the basis on which they are calculated, but they will (unless otherwise determined by the Board) be based on a Member's business turnover. The meaning of business turnover for the purposes of this Article 9.3 will be as determined by the Board at its discretion.
- 9.4 The annual subscription payable by a Group Member (or by a Full Member on behalf of its Group Member(s)) will be as determined by the Board at its discretion.
- 9.5 Where a Full, Group or Deposit Member is accepted into membership of the Association during the course of a year, the Member's annual subscription for that year will be calculated pro-rata according to the number of months remaining in that year.
- 9.6 In the event that a Full, Group or Deposit Member ceases to be a Member, the Association will not be liable to refund any part of the annual subscription for that year or any other sum paid by the Member. Any sums due in respect of the year during which the Member resigns will remain due and payable.

## **10. TERMINATION OF MEMBERSHIP**

- 10.1 Membership is terminated if:
- (a) the Member concerned gives 7 clear days' written notice of resignation to the Chief Executive;
  - (b) the Member concerned dies or (in the case of an organisation) ceases to exist;
  - (c) the Member concerned, being an individual, has a bankruptcy order made against him or her, or makes any voluntary arrangement or composition with his or her creditors generally or otherwise;
  - (d) the Member concerned, being a corporate body, goes into liquidation (other than voluntarily for the purpose of amalgamation or reconstruction), is the subject of a petition or an order for winding up, has a receiver appointed over its assets or undertaking or makes any voluntary arrangement or composition with its creditors generally or otherwise;
  - (e) the Member concerned, being an unincorporated association, trust or partnership, is dissolved;
  - (f) a company that the Member concerned has been using substantially for the pursuit of theatrical activities goes into liquidation (other than voluntarily for the purpose of amalgamation or reconstruction), is the subject of a petition or an order for winding up, has a receiver appointed over its assets or undertaking or

makes any arrangement or composition with its creditors generally or otherwise;

- (g) a Full, Group or Deposit Member fails to pay the annual subscription by 1 May of the year for which it is due (unless the Board at its discretion excuses the default);
- (h) in the case of an Individual Member who is appointed as a Board Member in accordance with Article 16.4 or Article 16.8, the Member concerned ceases to be a Board Member; or
- (i) in the case of an Individual Member who is:
  - (A) elected as President or Elected Vice-President; or
  - (B) appointed as Board-Appointed Vice-President; or
  - (C) acting as Non-Elected Vice-President

in accordance with Article 22, the Member concerned ceases to be President, Elected Vice-President, Board-Appointed Vice President or Non-Elected Vice-President.

10.2 At any general meeting the Members may remove from membership of the Association any Member who has, in their opinion, acted in a manner so as to cause damage to the reputation or financial standing of the Association provided that:

- (a) a document signed by at least 5 Members specifying the complaint against the Member has been submitted to the Chief Executive at least 14 days before the general meeting;
- (b) a copy of the document has been sent by the Chief Executive to the Member complained of at least 10 days before the general meeting together with a notice of the time, date and place of the meeting; and
- (c) at the general meeting the Member complained of:
  - (i) (if present) will be heard in answer to the complaint; and
  - (ii) may (after being heard, if applicable) be removed from membership by special resolution.

10.3 A Member removed as described in Article 10.2 may only be re-admitted as a Member by special resolution.

10.4 If a Full Member, Group Member or Deposit Member ceases for a continuous period of not less than one year to be professionally involved in the production and/or presentation and/or management of the performing arts, the Board may at its discretion request that the Member resign from membership of the Association. The Chief Executive will notify the Member of such request in writing.

10.5 The Member may, within 14 days of receipt of notification pursuant to Article 10.4, submit to the Board written reasons why they should not resign their membership. The Board will consider the submission within 14 days and its decision will be final and binding.

10.6 If no submission is made by the Member pursuant to Article 10.5, they will be deemed to have resigned after 14 days from receipt of notification pursuant to Article 10.4.

## **11. GENERAL MEETINGS**

11.1 The Association will hold in each year one general meeting as its annual general meeting and will specify the meeting as such in the notice calling it.

11.2 The Board will be entitled to arrange for general meetings to be held in addition to that set out at Article 11.1 above.

11.3 General meetings of the Association will be called by the Chief Executive on the instructions of the President or, if unavailable, the Elected Vice-President or, if neither is available, not less than 3 Board Members.

11.4 On the requisition of Members representing not less than 5% of the total voting rights of all the Members having a right to vote at general meetings, the Board will immediately convene a general meeting. If there are insufficient Board Members within the United Kingdom to call a general meeting, any Board Member or any Member may call a general meeting.

## **12. NOTICE OF GENERAL MEETINGS**

12.1 All general meetings must be called by at least 14 clear days' notice in writing.

12.2 A general meeting may be called by shorter notice if so agreed by at least 90% of Members having a right to attend and vote on all matters on the agenda for that meeting.

12.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. The notice should also contain a statement setting out the rights of the Members to appoint a proxy under section 324 of the Companies Act 2006 and Article 26.

12.4 Notice of every general meeting shall be given in a manner authorised under Article 29 to:

- (a) every Member except those Members who have supplied to the Association for the giving of notice neither a postal address within the United Kingdom nor an address for the purpose of giving notice in electronic form; and
- (b) every Board Member except those Board Members who have supplied to the Association for the giving of notice neither a postal address within the United Kingdom nor an address for the purpose of giving notice in electronic form; and
- (c) the auditor or auditors for the time being of the Association.

No other person shall be entitled to receive notices of general meetings.

12.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it or because of an accidental omission by the Association to give notice.

### **13. PROCEEDINGS AT GENERAL MEETINGS**

- 13.1 No business may be transacted at any general meeting unless there is a quorum present. Except as specified in Article 13.2, 20 Members, present in person and entitled to vote, constitutes a quorum.
- 13.2 No special resolution of the type described in Article 10.2 may be passed at a meeting unless the greater of:
- (a) 20 Members; and
  - (b) one-tenth of the Members
- entitled to vote at the meeting are present in person when the resolution is put to a vote.
- 13.3 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting will be adjourned.
- 13.4 Any Member may appoint a proxy in accordance with Article 26 to vote on their behalf at any general meeting.
- 13.5 The chairman/chairwoman of general meetings will be:
- (a) the President; or
  - (b) (if the President is unavailable or unwilling) any of the Vice-Presidents; or
  - (c) (if neither the President nor any of the Vice-Presidents is available or willing) a Board Member chosen by the Members present in person or by proxy; or
  - (d) (if no Board Member is available or willing) a Member or Member Representative chosen by the Members present in person or by proxy.
- 13.6 Every resolution will be proposed and seconded by a Member.
- 13.7 Except where otherwise provided in these Articles or required by the Companies Acts, every resolution at a general meeting is to be decided by a majority of the votes cast. Such a resolution must be decided by a show of hands of those Members present in person or by proxy and entitled to vote, unless a secret ballot has been demanded pursuant to Article 13.8.
- 13.8 At any general meeting not less than one-third of those Members present in person or by proxy and entitled to vote may demand that a secret ballot be taken.
- 13.9 Any Member intending to propose the rescission of any resolution must give written notice to the Chief Executive at least 10 days before the general meeting at which the proposal is to be made. The Chief Executive will give written notice to every Member of this fact at least 7 days before the general meeting. A resolution may only be rescinded by a two-thirds majority of Members present in person or by proxy and entitled to vote at the general meeting at which it is considered.
- 13.10 A resolution in writing agreed by Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be valid and effective as if it had been passed at a general meeting of the Association duly convened if:

- (a) a simple majority (or in the case of a special resolution a majority of not less than 75%) of Members has signified its agreement to the resolution; and
  - (b) it is contained in an authenticated document which has been received at the Office or such other address as shall be specified when the resolution is circulated within the period of 28 days beginning with the circulation date.
- 13.11 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 13.12 If at any general meeting any votes are counted which ought not to have been counted, the error will not invalidate the result of the voting unless it is pointed out at the same meeting. Even then the error will not invalidate the result unless, in the opinion of the chairman/chairwoman of the meeting, it is of sufficient magnitude to invalidate the result.
- 13.13 Any Member may participate in a general meeting by means of conference telephone or other communications equipment which permits each participant to hear each of the other participants addressing the meeting and, if he or she wishes to do so, to address all the other participants simultaneously. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any Member so present to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the chairman/chairwoman is for that meeting.

#### **14. VOTES OF MEMBERS**

- 14.1 Subject to Articles 14.2 to 14.4, at a general meeting each Member present in person or by proxy will have one vote.
- 14.2 A Full Member and Group Members which are Related Organisations of the Full Member may not have more than five (or such other number as the Board may from time to time decide) votes between them on any resolution of Members.
- 14.3 Honorary Members will not be entitled to vote on any matter, or to propose or second any resolutions.
- 14.4 In the case of an equality of votes, whether on a show of hands or in a secret ballot, the chairman/chairwoman of the meeting will have a casting vote.

#### **15. MEMBER REPRESENTATIVES**

- 15.1 Any Full, Group or Deposit Member may by resolution of its directors or other governing body appoint such person as it thinks fit to act as its authorised representative for all purposes, including at any meeting of the Association, and the person so appointed (a "**Member Representative**") may exercise the same powers on behalf of the Member which he or she represents as that Member could exercise if it were an individual.
- 15.2 A Member Representative will be appointed by a Member giving written notice of the name of its Member Representative to the Chief Executive not later than 14 days after the Member has been elected as a Member.

15.3 A Member may at any time remove a Member Representative and appoint a replacement Member Representative by not less than 7 days' prior notice in writing to the Chief Executive.

## **16. THE BOARD**

16.1 Unless otherwise determined by the Members in general meeting, the number of Board Members will not be less than 4 nor more than 21.

16.2 The President, the Elected Vice-President and the Non-Elected Vice-President will be members of the Board (and of all Committees) during their terms of office.

16.3 The chairman/chairwoman of the industrial relations committee (the "**IRC Chair**") will be a member of the Board during his or her term of office. In the event that the IRC Chair is an Elected Board Member immediately preceding his or her appointment, he or she shall cease to be an Elected Board Member at the time of his or her appointment as IRC Chair.

16.4 The Subscribers to each Subscription Scheme may appoint such number of Subscribers or Subscriber Representatives from their Subscription Scheme as the Board may from time to time decide to act as Board Members (any Subscriber or Subscriber Representative so appointed being an "**Subscriber Board Member**") provided that the total number of Subscriber Board Members will at no time exceed 3. The Subscribers to each Subscription Scheme shall be entitled at any time to remove or substitute any Subscriber Board Member so appointed from their Subscription Scheme by delivering written notice to the Association at the Office. If for any reason any Subscriber Board Member resigns or is removed in accordance with these Articles or otherwise ceases to be a Board Member, the Subscribers to that Subscription Scheme shall be entitled to appoint another Subscriber or Subscriber Representative from their Subscription Scheme to act as a Subscriber Board Member in his or her place.

16.5 Board Members appointed pursuant to Article 16.4 shall cease to hold office immediately on receipt by the Association at the Office of notice removing him or her or, if later, on the date stated in the notice.

16.6 11 Board Members may be elected by the Members in accordance with Article 17 below ("**Elected Board Members**").

16.7 The Board may appoint any Member Representative to fill any casual vacancy for an Elected Board Member, provided that the total number of Board Members does not at any time exceed the maximum number fixed in accordance with these Articles. Any Board Member appointed in this way will retain office only until the next annual general meeting, at which he or she will be eligible for election.

16.8 The Board may co-opt any Member Representative or any Subscriber or Subscriber Representative as an additional Board Member as the Board in its discretion deems fit ("**Co-opted Board Member**"), provided that the number of Co-opted Board Members will at no time exceed 3 except where permitted under Article 16.9 below.

16.9 In the event that there are fewer than 11 Elected Board Members, the Board may appoint additional Co-opted Board Members, provided that the total number of Board Members does not at any time exceed the maximum number fixed in accordance with these Articles.

- 16.10 A Co-opted Board Member who is a Member Representative will retain office only until the next annual general meeting, at which time he or she will be eligible for election. Such Co-opted Board Member will not be eligible to be co-opted for a further consecutive year unless he or she has stood for election at the annual general meeting following the date of his or her initial co-option.
- 16.11 The Board may at any time and at its discretion remove a Co-opted Board Member who is a Subscriber or Subscriber Representative.

## **17. ELECTION OF ELECTED BOARD MEMBERS**

- 17.1 Any person will be eligible to stand for election to the Board provided he or she is a Member Representative and:
- (a) has been the Member Representative of a Full Member, Group Member or Deposit Member for at least 9 months immediately preceding the nomination for election; or
  - (b) was a Member Representative appointed to fill a casual vacancy pursuant to Article 16.7 immediately preceding the nomination for election; or
  - (c) was a Member Representative who was a Co-opted Board Member pursuant to Article 16.8 or Article 16.9 immediately preceding the nomination for election.
- 17.2 Nominations for the election of Board Members will be requested from the Members by the Chief Executive 8 weeks prior to the date of the annual general meeting.
- 17.3 Written notice of a nomination must be given to the Chief Executive not earlier than 8 weeks and not later than 6 weeks before the date of the annual general meeting. Nominations must be signed by the proposer and counter-signed by the nominee indicating his or her consent to stand for election.
- 17.4 A Board Member offering him or herself for re-election will be deemed to have been nominated.
- 17.5 If the number of nominations for election or re-election does not exceed the number of vacancies for Elected Board Members, the nominees will be deemed elected or re-elected as appropriate and the Chief Executive will notify this fact to the Members.
- 17.6 If the number of nominations for election or re-election exceeds the number of vacancies for Elected Board Members:
- (a) the Chief Executive will circulate to all Members voting papers containing the names of all nominees together with brief details regarding the nominee's present occupation, relevant experience and reasons for standing for election or re-election 5 weeks before the date of the annual general meeting. Where a nominee is standing for re-election or is a Co-opted Board Member standing for election, the Chief Executive will also include the nominee's record of attendance at Board Meetings in the past 12 months or for the period of co-option;
  - (b) Members must return their voting papers to the Electoral Reform Society at least 14 days before the annual general meeting. Votes will be counted by the Electoral Reform Society as soon as possible and the Electoral Reform Society will use the single transferable voting system to determine who is elected. The



Electoral Reform Society will write to the Chief Executive with the result of the vote, including how many voting papers were received and how many were invalid;

- (c) subject to Article 17.6(d), the vacancies on the Board will be filled by the candidates whom the Electoral Reform Society report to the Chief Executive as having been elected under the single transferable voting system;
- (d) in the event of there being equal numbers of votes for the last vacancy, the Chief Executive will draw the name of one candidate (using any method where each candidate has an equal chance of being drawn) and that candidate will be elected;
- (e) the Chief Executive will inform the candidate(s) of the result of the election(s) as soon as possible; and
- (f) at the annual general meeting the Chief Executive will announce the outcome of any vote.

## **18. RETIREMENT AND DISQUALIFICATION OF BOARD MEMBERS**

18.1 Elected Board Members will remain in office until the annual general meeting which takes place in the third year after their election. Retiring Board Members may seek re-election for a further 3-year term. Board Members may not serve for more than 6 consecutive years and will not be eligible for re-election or co-option until a further three years have elapsed. For the purposes of this Article 18.1 a year is the period between 2 annual general meetings, however long it may be.

18.2 The provisions of Article 18.1 above will not apply to any Elected Board Member who is the President, Elected Vice-President or Non-Elected Vice-President until the point in time where that person is no longer the President, Elected Vice-President or Non-Elected Vice-President.

18.3 The office of a Board Member will terminate if:

- (a) (except where he or she is the IRC Chair) the organisation for which he or she is the Member Representative ceases to be a Member;
- (b) (except where he or she is the IRC Chair) he or she is removed as a Member Representative in accordance with Article 15.3;
- (c) he or she is removed in accordance with Article 16.4;
- (d) (where he or she is a Board Member appointed under Article 16.4 or 16.8) he or she ceases to be a Subscriber or the Subscriber for which he or she is a Subscriber Representative ceases to be a Subscriber;
- (e) he or she resigns his or her office by giving 7 days' written notice to the Association;
- (f) he or she has a bankruptcy order made against him or her or he or she makes any voluntary arrangement or composition with his or her creditors generally;
- (g) he or she becomes of unsound mind;

- (h) he or she is removed from office by a resolution duly passed under section 168 of the Companies Act 2006; or
- (i) he or she fails to attend 3 consecutive meetings of the Board in any period between 2 annual general meetings unless prevented from doing so by reason of ill-health or absence abroad.

18.4 The Board will have the right at its discretion to rescind any such disqualification pursuant to Article 18.3 at its next meeting.

## **19. POWERS AND DUTIES OF THE BOARD**

19.1 Subject to the provisions of the Companies Acts, the Articles and to any special resolution of the Association, the business of the Association will be managed by:

- (a) the President;
- (b) the Vice-Presidents; and
- (c) the Board,

who may exercise all the powers of the Association.

19.2 The Members may, by special resolution, direct the Board to take, or refrain from taking specific action. If there is any conflict between such a direction and the legal or fiduciary duties of the Board then those duties shall prevail.

19.3 No alteration of the Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Board.

19.4 Any meeting of the Board at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Board Members.

19.5 The Board will from time to time appoint a chief executive (the “**Chief Executive**”) who will be responsible for the day to day conduct of the Association's business, including the keeping of proper books of account, and will be responsible for appointing the staff of the Association.

19.6 The Board may at its discretion appoint and change the Association's bankers and decide on authorities to operate bank accounts.

19.7 Once in each year a report disclosing all payments made to Board Members since the date of the last report must be presented to the Board.

## **20. PROCEEDINGS OF THE BOARD**

20.1 The Board may regulate its meetings as it thinks fit.

20.2 The Board will meet at least 4 times a year.

20.3 In the last quarter of each year the Chief Executive will set the dates of the Board meetings for the following year.

- 20.4 Any Board Member may call a meeting of the Board by giving notice to the Board Members of the meeting, and the secretary (if any) must call a meeting of the Board if requested to do so by any two Board Members.
- 20.5 Subject to Article 20.6, notice of a meeting of the Board must be given to each Board Member but need not be in writing.
- 20.6 Notice of a meeting of the Board need not be given to Board Members who are absent from the UK, nor to Board Members who waive their entitlement to notice of that meeting by giving notice to that effect to the Association not more than 7 days 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.
- 20.7 Except where otherwise provided in these Articles or in the Companies Acts, questions arising at any Board meeting will be decided by a majority of votes cast.
- 20.8 In the case of an equality of votes at a Board meeting, the chairman/chairwoman of the relevant meeting will have a casting vote.
- 20.9 The quorum at any meeting of the Board is 4 Board Members, although the Board may fix a higher quorum by simple majority resolution.
- 20.10 The chairman/chairwoman of Board meetings will be:
- (a) the President; or
  - (b) (if the President is unavailable or unwilling) any of the Vice-Presidents; or
  - (c) (if neither the President nor any of the Vice-Presidents is available, willing or present within 10 minutes after the time appointed for holding the meeting) a Board Member chosen by the Board Members present.
- 20.11 Subject to Article 20.12 below, the Board Members may act even if there are vacancies in their number.
- 20.12 If the number of Board Members is reduced below the number fixed as the quorum for Board meetings, the continuing Board Member(s) may only act as Board Member(s) to admit persons to membership of the Association, fill vacancies in the Board or call a general meeting.
- 20.13 All acts done by any meeting of the Board or a committee of Board Members, or by any person acting as a Board Member, shall be valid even if it is later discovered that there was a defect in the appointment of any individual, or that any individual was disqualified from his or her role.
- 20.14 A resolution in writing agreed by a simple majority of all the Board Members entitled to receive notice of a meeting of the Board or of a committee of Board Members and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Board or (as the case may be) a committee of Board Members duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Board Members eligible to vote; and

- (b) a simple majority of Board Members has signified its agreement to the resolution in an authenticated document or documents which are received at the Office or such other address as shall be determined by the Board.
- 20.15 A resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Board Members has signified their agreement.
- 20.16 Any Board Member or member of a committee of Board Members may participate in a meeting of the Board or such committee by means of conference telephone or other communications equipment which permits each participant to hear each of the other participants addressing the meeting and, if he or she wishes to do so, to address all the other participants simultaneously. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any Board Member or member of a committee of the Board Members so present to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the chairman/chairwoman is for that meeting.
- 20.17 The Board will cause details of any proposed revision or substitution of a collective agreement between the Association and a trade union or trade unions to be circulated to those Members likely to be concerned with that agreement prior to ratifying the same. The Board will note any comments that Members submit to the Chief Executive within 14 days from the circulation of the details. If not less than 15 Members object to the proposed revision or substitution within those 14 days the Board will call an informal meeting of the Association on 7 days' notice. If less than 15 Members so object, the Board will ratify the agreement.

## **21. INTERESTS OF BOARD MEMBERS**

- 21.1 A Board Member must avoid a situation (a "**Conflict Situation**") in which he or she has, or could have, a direct or indirect interest that does or may conflict with the interests of the Association. A conflict of interest includes for this purpose a conflict of interest and duty and a conflict of duties.
- 21.2 If a Board Member has no knowledge of an interest and it is unreasonable to expect him or her to have knowledge of such interest, it shall not be treated as an interest of his or hers.
- 21.3 An interest which cannot reasonably be regarded as likely to give rise to a conflict of interest shall not be treated as an interest of a Board Member.
- 21.4 Conflict Situations may include (but shall not be limited to) the exploitation of any property, information or opportunity even if the Association cannot take advantage of such property, information or opportunity, unless it has been authorised in accordance with this Article 21.
- 21.5 The Board may authorise a Conflict Situation on such terms and subject to such conditions and/or limitations as the Board Members may in their absolute discretion determine.
- 21.6 The relevant Board Member ("**Conflicted Board Member**") shall not vote or count in the quorum in respect of any resolution of the Board authorising his or her Conflict Situation or imposing, varying or terminating any such conditions or limitations. Any

such conditions and/or limitations may be imposed at the time of or after the authorisation and may be subsequently varied or terminated.

21.7 If any Conflict Situation is authorised or otherwise permitted under these Articles, the Conflicted Board Member (for as long as he or she reasonably believes such Conflict Situation subsists):

- (a) shall not be required to disclose to the Association (including the Board or any committee of the Board Members) any confidential information relating to such Conflict Situation which he or she obtains or has obtained otherwise than in his or her capacity as a Board Member of the Association, if to make such disclosure would give rise to a breach of duty or breach of confidence owed by him or her to another person in relation to such Conflict Situation;
- (b) shall be entitled to attend or absent him or herself from all or any meetings of the Board (or any committee of the Board Members) at which anything relating to such Conflict Situation will or may be discussed; and
- (c) shall be entitled to make such arrangements as he or she thinks fit to receive or not to receive documents or information (including, without limitation, Board papers (or those of any committee of it)) relating to any such Conflict Situation and/or for such documents or information to be received and read by a professional adviser on his or her behalf,

and in so doing, the Conflicted Board Member shall not be in breach of any general duty he or she owes to the Association pursuant to the provisions of Companies Act 2006.

21.8 The provisions of Article 21.7 shall not affect any equitable principle or rule of law which may excuse the Conflicted Board Member from disclosing information or attending meetings or receiving documents or information, in circumstances where such disclosure, attendance or receipt would otherwise be required under these Articles.

21.9 Where a Conflict Situation has been authorised or is otherwise permitted under these Articles:

- (a) the Conflicted Board Member shall not, by reason of his or her office, be liable to account to the Association for any dividend, profit, remuneration, superannuation payment or other benefit which he or she derives from any matter, office, employment or position which relates to such Conflict Situation;
- (b) no contract, arrangement, transaction or proposal shall be avoided on the grounds of the Conflicted Board Member having any interest in the Conflict Situation or receiving any such dividend, profit, remuneration, superannuation payment or other benefit; and
- (c) the receipt of any such dividend, profit, remuneration, superannuation payment or other benefit so authorised or permitted shall not constitute a breach of the duty not to accept benefits from third parties as set out in section 176 of the Companies Act 2006.

21.10 Board Members must disclose any interest they have in a proposed transaction or arrangement to be entered into by the Association and any such conflict must be authorised in accordance with Article 21.6 above. Once this has been done, a Board

Member may attend and vote at a meeting of the Board or of a committee of Board Members on any resolution concerning that matter. The Board Member shall be counted in the quorum present at a meeting when any such resolution is under consideration and if he or she votes his or her vote shall be counted.

- 21.11 If a question arises at a meeting of the Board or of a committee of Board Members as to the right of a Board 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 chairman/chairwoman whose ruling in relation to any Board Member other than the chairman/chairwoman is to be final and conclusive.
- 21.12 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman/chairwoman, the question is to be decided by the Board at that meeting, for which purpose the chairman/chairwoman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.
- 21.13 The Board may keep a register of interests identifying each Conflict Situation which applies to any Board Member.

## **22. PRESIDENT AND VICE-PRESIDENTS**

- 22.1 The election of the President and Elected Vice-President will take place once every 3 years.
- 22.2 The President's and Elected Vice-President's terms of office will run concurrently and will commence on the date of the annual general meeting at which their election is announced.
- 22.3 The President and Elected Vice-President may serve a maximum of 2 consecutive terms of office or any greater number of terms provided no more than 2 terms of office are served consecutively and at least three years have elapsed between the non-consecutive terms of office.
- 22.4 Any Board Member and any Member Representative, Subscriber or Subscriber Representative who has been a Board Member during all or part of the three years preceding an annual general meeting is eligible to stand at that meeting for election as President or Elected Vice-President. For the purposes of this Article 22.4 a year is the period between two annual general meetings, however long it may be.
- 22.5 The Chief Executive will in writing to the persons referred to in Article 22.4 invite nominations for candidates for the office of President and Elected Vice-President 8 weeks prior to the date of the annual general meeting. Written notice of a nomination must be given to the Chief Executive not earlier than 8 weeks and not later than 7 weeks before the date of the annual general meeting. The Chief Executive will notify individuals nominated upon receipt of the nomination. Nominated individuals must notify the Chief Executive in writing within 7 days of being notified of a nomination whether they wish to stand. An individual who notifies an intention not to stand is to be regarded as not having been nominated for the purposes of the following provisions. The nominations will be considered as follows:
  - (a) where only one nomination is received for either office then the nominee will be deemed elected and the Chief Executive will notify this fact to the Members;

- (b) where there are 2 or more candidates for either office:
  - (i) the Chief Executive will circulate voting papers listing the names of the candidates, together with brief details of their present occupation, relevant experience, reasons for standing, and record of attendance at Board meetings in the past 12 months, to the Members 5 weeks before the annual general meeting;
  - (ii) Members must return their voting papers to the Electoral Reform Society at least 14 days before the annual general meeting. Votes will be counted by the Electoral Reform Society as soon as possible. The Electoral Reform Society will use the single transferable voting system to determine who is elected. The Electoral Reform Society will write to the Chief Executive with the result of the vote, including how many voting papers were received and how many were invalid;
  - (iii) subject to Article 22.5(b)(iv), the office will be filled by the candidate whom the Electoral Reform Society reports to the Chief Executive as having been elected under the single transferable voting system;
  - (iv) in the event of there being equal numbers of votes for the candidates for the office concerned, the Chief Executive will draw the name of one candidate (using any method where each candidate has an equal chance of being drawn) and that candidate will be elected;
  - (v) the Chief Executive will inform the candidate(s) of the result of the election(s) as soon as possible;
  - (vi) at the annual general meeting the Chief Executive will announce the outcome of any vote;
- (c) in the event that no nomination is received for the office of either President or Elected Vice-President within 7 days of the date of the invitation for nominations, then the current President or Elected Vice-President (as applicable) will remain in office for a further year and the Members will be informed.

22.6 The immediate past-President will act as Non-Elected Vice-President for a term of office of 2 years. This term of office will commence on the date of the annual general meeting at which the elections of the President and Elected Vice-President are announced and will end at the annual general meeting in the second year after this. At the end of the Non-Elected Vice-President's term of office, he or she shall cease to be a Board Member.

22.7 Once the Non-Elected Vice-President has concluded his or her term of office in accordance with Article 22.6, the Board may appoint a Board Member as the Board-Appointed Vice-President to serve for the remaining year of the President's current term of office.

22.8 In the event that the President is re-elected for a second consecutive term, the Board may:

- (a) agree that a Board-Appointed Vice-President shall not be appointed for that term;

- (b) appoint the existing Board-Appointed Vice-President for a further term of up to 3 years (provided that he or she remains a Board Member); or
  - (c) appoint a new Board-Appointed Vice-President from their number for up to 3 years (provided that he or she remains a Board Member).
- 22.9 If the Board-Appointed Vice-President ceases to be a Board Member, the Board may (but need not) appoint a new Board-Appointed Vice-President until a new President is elected.
- 22.10 In the event that the President is unable to complete his or her term of office, the Elected Vice-President will assume the role of President for the remainder of the term.
- 22.11 In the event that the Elected Vice-President is unable to complete his or her term of office, including where he or she has become the President pursuant to Article 22.10, the Board will appoint a Board Member to the office of Elected Vice-President for the remainder of the term. The Board may also make such other consequential changes to the appointment process and timing as it thinks fit to respond to these circumstances or to any subsequent inability of a President or Elected Vice-President to continue.

### **23. COMMITTEES**

- 23.1 The Board at its discretion may set up Committees to operate on a continuing basis or to fulfil a specific and limited function, which may include the following:
- (a) finance and strategy; and
  - (b) industrial relations.
- 23.2 The manner in which Committees operate and their composition will be at the discretion of the Board. Committees may include individuals who are not Members. Minutes of Committee meetings will be kept, signed by the chairman/chairwoman of the Committee and sent to the Board.

### **24. DISPUTE RESOLUTION: CONCILIATION BOARD**

- 24.1 In the event of any dispute or difference arising in the conduct of their business between two Members who are Full, Group or Deposit Members and the parties failing to resolve the dispute or difference within a reasonable time, either party may refer it to the Chief Executive who will establish a conciliation board consisting of 2 Members or Member Representatives selected at the discretion of the Chief Executive.
- 24.2 The conciliation board will meet to hear the matter and give a decision within not more than 28 days of the referral to the Chief Executive. Any such decision will be final and binding on the parties to the dispute or difference.
- 24.3 The Chief Executive (or his or her nominee) will be in attendance at any meeting of a conciliation board.

### **25. DISCIPLINARY COMMITTEE**

- 25.1 Any Full, Group or Deposit Member who objects to the professional conduct of another Member in his, her or its business dealings with the complainant may inform the President in writing, specifying the details of the complaint.



- 25.2 The President will write to the Member whose conduct is the subject of the complaint informing them of the complaint against them and the Member may within the next 14 days respond to the complaint in writing to the President. The President will provide a copy of the response to the complainant.
- 25.3 The President will appoint a disciplinary committee of 3 Board Members, on the basis of their relevant experience, which will consider the complaint.
- 25.4 Meetings of the disciplinary committee will be conducted as follows:
- (a) the disciplinary committee will meet within 14 days after the expiry of the 14 days referred to in Article 25.2 to investigate the complaint;
  - (b) the quorum for meetings of the disciplinary committee will be 3;
  - (c) the Chief Executive (or his/her nominee) will be in attendance at meetings of the disciplinary committee;
  - (d) the parties involved may present their case in person or in writing as the disciplinary committee may require and, subject to its observation of the rules of natural justice, the disciplinary committee will adopt such procedures as it thinks fit for its meetings to hear complaints.
- 25.5 In the event that the disciplinary committee upholds the complaint the matter will be referred to the next general meeting together with a recommendation of the sanction(s) to be imposed, which may be any of:
- (a) suspension of the Member's right to vote;
  - (b) suspension of the right to receive Association circulations (other than notices of general meetings); and
  - (c) termination of membership.
- 25.6 A majority of two-thirds of the Members or Member Representatives present in person or by proxy and entitled to vote at the general meeting is required to impose any such sanction.
- 25.7 The Chief Executive must notify the Member whose conduct is the subject of the complaint in writing of the outcome within 7 days of the general meeting.
- 25.8 Any Member whose membership is terminated pursuant to this Article 25 may apply for membership at any time in the future.
- 25.9 Where a Member refers a complaint to the President for consideration by a disciplinary committee, the Member will be deemed to have waived any right to take action by way of legal proceedings, arbitration or complaint pursuant to Article 10.2 against the other Member until after the disciplinary committee has completed its consideration of the case and any sanctions recommended have been imposed or rejected by the Members in general meeting. A Member may refer a complaint to the President for consideration by a disciplinary committee after taking action by way of legal proceedings, arbitration or a complaint pursuant to Article 10.2 against another Member.

## 26. PROXIES

- 26.1 Proxies may 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 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 Board may determine; and
  - (d) is delivered to the Association in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 26.2 The Association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 26.3 Only Individual Members, Member Representatives and employees of Full, Group or Deposit Members may be appointed as proxies.
- 26.4 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.
- 26.5 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.
- 26.6 The proxy notice shall be deemed to confer authority to demand or join in demanding a poll.
- 26.7 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Association by or on behalf of that person.
- 26.8 An appointment under a proxy notice may be revoked by delivering to the Association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 26.9 A notice appointing or revoking a proxy appointment only takes effect if it is delivered not less than 48 hours before the start of the meeting or adjourned meeting to which it relates, unless otherwise determined by a resolution of the Board.
- 26.10 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

## **27. RECORDS AND ACCOUNTS**

- 27.1 The Board will cause proper minutes to be made of the proceedings of all formal meetings of the Association and of the Board, and of all business transacted at such meetings. Any such minutes of any meeting, if signed by the chairman/chairwoman of such meeting, or by the chairman/chairwoman of the next succeeding meeting, will be conclusive evidence without any further proof of the facts stated in them. The Board will also cause copies to be kept of all resolutions of Members passed otherwise than at general meetings. All such records must be kept for at least ten years from the date of the meeting or resolution.
- 27.2 The Board will, through the Chief Executive, cause proper books of accounts to be kept with respect to:
- (a) the assets and liabilities of the Association;
  - (b) the sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure took place; and
  - (c) all those matters required by the Companies Acts to be shown in the accounts of the Association.
- 27.3 The books of account must be kept at the Office or, subject to the Companies Acts, at such other place or places as the Board thinks fit and shall be made available for inspection by any Board Member at any time during normal office hours and, subject to any reasonable restrictions as to the time and manner of inspection that may be imposed by the Board in accordance with the Articles, shall also be made available for inspection by Members who are not Board Members.
- 27.4 Members must annually at the annual general meeting:
- (a) receive the accounts of the Association for the previous financial year;
  - (b) receive a report on the Association's activities; and
  - (c) appoint reporting accountants or auditors for the Association.
- 27.5 Subject to the provisions of the Companies Acts, a copy of every balance sheet (including every document required by law to be annexed to such balance sheet) which is to be laid before the Association in general meeting, together with a copy of the auditor's report (if any), must be sent to every Member not later than
- (a) the end of the period for filing accounts and reports; or
  - (b) if earlier, the date on which it actually delivers its accounts and reports to Companies House,

provided that this Article will not require a copy of those documents to be sent to any person of whose address the Association is not aware or who is not otherwise entitled to receive notice pursuant to Article 12.4.

## **28. AUDIT**

28.1 At least once in every year the accounts of the Association will be examined and the correctness of the income and expenditure account and balance sheet ascertained by at least one properly qualified auditor.

28.2 The auditor will be appointed at the annual general meeting.

## **29. MEANS OF COMMUNICATION TO BE USED**

29.1 Except where otherwise specified in these Articles, anything sent or supplied by or to the Association 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 Association.

29.2 Any notice to be given to or by any person pursuant to the Articles must be in writing.

29.3 The Association may give any notice to a Member or Board Member either:

- (a) personally (and in the case of a Member which is not an individual this includes when notice is handed to the relevant Member Representative); or
- (b) by sending it by post in a prepaid envelope addressed to the Member or Board Member at his or her or its Registered Address or (if he or she or it has no Registered Address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him or her or it to the Association for the giving of notice to him or her or it; or
- (c) (subject to Article 29.5) by sending it in electronic form:
  - (i) to the address or number for the time being notified for that purpose by the Member or Board Member to the Association; or
  - (ii) through publication in the Association's newsletter or on the Association's website.

29.4 Where a notice is:

- (a) served personally in the case of personal service, the notice shall be deemed effective at the time of delivery;
- (b) served by post to an address within the United Kingdom, the Isle of Man or the Channel Islands, service of the notice shall be deemed to be effected by properly addressing, preparing and posting a letter containing the notice and to have been effected 2 clear business days after the letter containing the same is posted; or
- (c) served in electronic form, service of the notice shall be deemed to be effected by properly addressing and sending an electronic transmission containing the notice and to have been effected at the expiration of 1 clear business day after the transmission is sent,

and for these purposes a "**business day**" means a day that is a Monday to Friday inclusive that is not a public holiday or bank holiday in England.

29.5 A document or information including notices of general meetings may only be sent by the Association in electronic form to a Member who has agreed that the document or information may be sent by those means and who has provided an address for that purpose.

29.6 Proof that:

- (a) an envelope containing a notice was properly addressed, prepaid and posted by first class post, or
- (b) a facsimile or electronic mail transmission setting out the terms of the notice was properly addressed and despatched,

is conclusive evidence that the notice was given.

29.7 A Member or Member Representative present in person or by proxy at any meeting of the Association shall be deemed to have received notice of the meeting and, when required, of the purposes for which it was called.

29.8 The postal address for service of the Association is the Office. The address for service of the Association by electronic means shall be as notified by the Chief Executive.

29.9 Any Member whose address recorded in the register of Members is outside the United Kingdom, who from time to time gives to the Chief Executive an address within the United Kingdom, a facsimile transmission number in the United Kingdom or an electronic mail address at which notice may be served on him, her or it, is entitled to have notices served on him, her or it at that address, facsimile transmission number or electronic mail address.

### **30. INDEMNITY**

30.1 Subject to the provisions of the Companies Act 2006:

- (a) every Board Member or other officer of the Association shall be entitled to be indemnified out of the assets of the Association against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation to his or her office, including without limitation, any liability incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under sections 661 or 1157 of the Companies Act 2006 in which relief is granted to him or her by the court;
- (b) no Board Member or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Association in the execution of the duties of his or her office or otherwise in relation to his or her office; and
- (c) the Board may exercise all the powers of the Association to purchase and maintain insurance for each Board Member against risks in relation to his or her office as the Board may reasonably specify including, without limitation, any liability which by virtue of any rule of law would otherwise attach to him or her in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Association or other liability which may lawfully be insured against by the Association.

### **31. DISSOLUTION**

The Members (or failing resolution by the Members, the Board) may at any time before, and in expectation of, its dissolution resolve that any net assets of the Association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Association be given or transferred to:

- (a) some other society, institution or organisation having objects similar to those of the Association and which shall be established for similar purposes only and which shall prohibit the distribution of its income and property among its or their members to an extent at least as great as imposed on the Association by these Articles; or
- (b) if they cannot be given or transferred in accordance with Article 31(a), some charitable object.

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| <b>LIST OF PRESIDENTS</b> |
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|                           |           |
|---------------------------|-----------|
| Sir Henry Irving          | 1894-1905 |
| Sir Herbert Beerbohm Tree | 1905-1912 |
| Cyril Maude               | 1912-1915 |
| Tom B Davis               | 1915-1929 |
| Percival M Selby OBE      | 1929-1955 |
| Charles Killick           | 1955-1966 |
| Frederic Lloyd            | 1967-1970 |
| Thomas Pyper              | 1970-1971 |
| Charles Vance             | 1971-1972 |
| Frederick Bromwich        | 1972-1973 |
| Charles Vance             | 1973-1976 |
| Guy Bloomer               | 1976-1979 |
| Laurence Harbottle        | 1979-1985 |
| Andrew Leigh              | 1985-1991 |
| Prudence Skene            | 1991-1992 |
| Roger Spence              | 1992-1995 |
| A K Bennett-Hunter        | 1995-1998 |
| Barbara Matthews MBE      | 1998-2001 |
| Maggie Saxon              | 2001-2004 |
| Derek Nicholls            | 2004-2010 |
| Rachel Tackley            | 2010-2016 |
| Fiona Allan               | 2016-     |