

Company Number: 01400379



**THE ORGANISATION FOR
PROFESSIONALS IN REGULATORY
AFFAIRS**

**ARTICLES OF ASSOCIATION FOR A PRIVATE
COMPANY LIMITED BY GUARANTEE AND NOT
HAVING SHARE CAPITAL**

**As approved at the Extraordinary General
Meeting on 3 October 2017**

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THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE ARTICLES OF
ASSOCIATION
OF
THE ORGANISATION FOR PROFESSIONALS IN
REGULATORY AFFAIRS LIMITED (the "Company")
(Adopted by special resolution passed on 3 October 2017)

INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1. INTERPRETATION

1.1 In these Articles, 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;

Annual Review: has the meaning given in article 22.2;

Articles: means the Company's articles of association for the time being in force;

Board: means the management board of the Company as detailed in article 7.1;

Business Day: means any day (other than a Saturday, Sunday or public holiday in England) when banks in London are open for business;

Conflict: means a situation in which a Board Director has or can have, a direct or indirect interest that conflicts or possibly may conflict, with the interests of the Company;

Board Director: means a director of the Company and includes any person occupying the position of director, by whatever name called;

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

Electronic form: has the meaning given in section 1168 of the Act;

Eligible Director: means a Board Director who would be entitled to vote on the matter at a meeting of Board Directors (but excluding in relation to the authorisation of a Conflict pursuant to article 17, any Board Director whose vote is not to be counted in respect of the particular matter);

Fellow: has the meaning given in article 20.6.3;

Honorary Member: has the meaning given in article 20.6.5;

Honorary Fellow: has the meaning given in article 20.6.6;

Immediate Past President: has the meaning given in article 7.1.1(c);

Interested Director: has the meaning given in article 17.1;

Member: has the meaning given in article 20.6.1;

Membership: individuals who are admitted to the membership of the Company pursuant to article 20.1;

Officers: has the meaning given in article 7.1.1;

Ordinary resolution: has the meaning given in section 282 of the Act;

President: has the meaning given in article 7.1.1(a);

President-Elect: has the meaning given in article 7.1.1(b);

Registered Member: has the meaning given in article 20.6.2;

Rules: has the meaning given in article 29;

Special resolution: has the meaning given in section 283 of the Act;

Student Member: has the meaning given in article 20.6.4;

Subsidiary: has the meaning given in section 1159 of the Act;

Voting Member: means a Member, Registered Member or Fellow and who shall be the Company's members for the purposes of section 112 of the Act; in this context a Voting member is one who can stand for election, nominate a person to stand for election or vote in an election;

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 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 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an **article** is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.6 Any word following the terms **including, include, in particular, for example** or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 In these Articles words importing the masculine gender shall include the feminine gender.

2. **OBJECTS**

- 2.1 The objects for which the Company is established are:
 - 2.1.1 To establish professional identity and standards for regulatory affairs personnel in human and veterinary healthcare and other related fields.
 - 2.1.2 To promote education and science in regulatory affairs, to advance the professional competency of its members.
 - 2.1.3 To promote co-operative relations with other allied organisations.
 - 2.1.4 To collect and circulate relevant statistics and information of all kinds.

3. **POWERS**

- 3.1 In pursuance of the objects set out in article 2, the Company has the power to:
 - 3.1.1 buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
 - 3.1.2 borrow and raise money in such manner as the Board Directors shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;

- 3.1.3 invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- 3.1.4 take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Company;
- 3.1.5 subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- 3.1.6 to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;
- 3.1.7 take part in advocacy, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Board Directors, affect or advance the principal object in any way;
- 3.1.8 enter into contracts to provide services to or on behalf of other bodies;
- 3.1.9 provide and assist in the provision of money, materials or other help;
- 3.1.10 establish and support, and aid in the establishment and support of, any other institutions formed for all or any of the objects of the Company;
- 3.1.11 subscribe to any local or other charities, and to grant donations for any public purposes, and to provide a superannuation fund for the employees of the Company;
- 3.1.12 undertake and execute any trusts in any agency business which may seem directly or indirectly conducive to any of the objects of the Company;
- 3.1.13 take such steps by personal or written appeals, public meetings, or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Company in the shape of donations, annual subscriptions, or otherwise;

- 3.1.14 open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- 3.1.15 to amalgamate or merge with or purchase or otherwise acquire any companies, institutions, societies or associations having objects altogether or in part similar to those of this Company;
- 3.1.16 incorporate subsidiary companies to carry on any trade;
- 3.1.17 affiliate with any other organised body or bodies having objects which are in the interests of the Company upon such terms and conditions as may be agreed upon by the Board and the governing authority of the other body or bodies; and
- 3.1.18 do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the object set out in article 2;

PROVIDED THAT

- (a) in case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts;
- (b) the Company shall not support with its funds any object, or endeavor to impose on or procure to be observed by its members or others, any regulation, restriction or condition which if an object of the Company would make it a trade union;
- (c) the objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- (d) in case the Company shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, the Company shall not sell, mortgage, charge or lease the same without such authority, approval or consent as may be required by law, and as regards any such property the Board of the Company shall be chargeable for any such property that may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults, and for the due administration of such property in the same manner and to the same extent as they would as such Board have been if no incorporation had been effected, and the incorporation of the Company shall not diminish or impair any control or authority exercisable be the Chancery Division or the Charity Commissioners for England over such Board but they shall as regards any such property be subject jointly and separately to such control or authority as if the Company were not incorporated.

4. **INCOME**

4.1 The income and property of the Company from wherever derived shall be applied solely in promoting the Company's objects.

4.2 No distribution shall be paid or capital otherwise returned to the Voting Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Company of:

4.2.1 reasonable and proper remuneration to any Voting Member, officer or employees of the Company for any services rendered to the Company;

4.2.2 reasonable and proper rent for premises demised or let by any Voting Member or Board Director;

4.2.3 reasonable out-of-pocket expenses properly incurred by any Board Director.

For the avoidance of doubt, no Board Director shall be appointed to any salaried office of the Company or any office of the Company paid by fees.

5. **WINDING UP**

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 paid or distributed to the Voting Members (except to a Voting Member that qualifies under this Article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Company. Such body to be determined by resolution of the Voting Members at or before the time of winding up or dissolution and, subject to any such resolution of the Voting Members, may be made by resolution of the Board Directors at or before the time of winding up or dissolution.

6. **GUARANTEE**

The liability of each Voting Member is limited to £10, being the amount that each Voting Member undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Voting Member or within one year after he ceases to be a Voting Member, for

6.1.1 payment of the Company's debts and liabilities contracted before he ceases to be a Voting Member;

6.1.2 payment of the costs, charges and expenses of the winding up; and

6.1.3 adjustment of the rights of the contributories among themselves.

BOARD DIRECTORS

7. NUMBER OF BOARD DIRECTORS

7.1 There shall be a management board of the Company (“the Board”) consisting of, subject to articles 8 and 9, a maximum of 9 members as follows, who shall be appointed as the Board Directors of the Company:

7.1.1 the “Officers” being:

- (a) the President;
- (b) the President-Elect;
- (c) the Immediate Past President;

7.1.2 one member who will have a focus on the business in the EU region;

7.1.3 one member who will have a focus on the business in the North American region;

7.1.4 four other members.

8. APPOINTMENT OF BOARD DIRECTORS

8.1 The President-Elect shall be appointed annually from amongst the Voting Members. At the end of President-Elect’s year in office, he will automatically take up the position of President. The President shall serve a term of office of one year. At the end of the President’s term of office, he will automatically take up the position of Immediate Past President and serve a term of office of one year. An Immediate Past President will be eligible for re-election as President-Elect after a period of at least twelve months has elapsed since his term of office as Immediate Past President ended.

8.2 Any vacancy amongst the Officers shall be filled by the appointment by the Board of a member of the Board or in the event no member of the Board being willing so to act, from amongst the Voting Members. Such appointment will be held until the end of the term of the vacancy they have filled.

8.3 The other Board Directors of the Board will be elected for a term of two years from among the Voting Members. At the end the term of office, such a Board Director shall be eligible for re-election provided that no person is eligible for re-election for more than two successive two-year terms of office.

8.4 Any vacancy amongst the Board Directors other than the Officers may be filled by appointment by the Board from among the Voting Members. Such appointment will be held until the end of the term of the vacancy they have filled.

8.5 The election process for the appointment of Board Directors will be determined by the Board from time to time.

9. **CO-OPTEEES**

9.1 In order to ensure adequate expertise in geographical, sectorial or business interests on the Board, the Board may from time to time appoint at their discretion up to three additional co-opted members to the Board from among the Voting Members. Such co-optee shall be appointed until the end of that Board year (for the avoidance of doubt, no co-optee will be appointed for a period of more than one year).

9.2 The Board may, at its discretion, co-opt from outside the Voting Members one person with specific expertise, who shall be appointed until the end of that Board year and may be re-appointed for no more than one additional year.

10. **ALTERNATE BOARD DIRECTORS**

10.1 No Board Director shall be entitled to appoint any person as an alternate Board Director.

11. **DISQUALIFICATION AND REMOVAL OF BOARD DIRECTORS AND CO-OPTEEES**

11.1 A person shall be ineligible for appointment as a Board Director or as a co-optee and, if already appointed shall immediately cease to be a Board Director or a co-optee if the relevant individual:

11.1.1 ceases to be a Board Director by virtue of any provision of the Act or is or becomes prohibited by law from being a Board Director for any reason;

11.1.2 is or becomes an undischarged bankrupt or makes any arrangement or composition with his creditors generally;

11.1.3 dies;

11.1.4 is wholly or partially prevented from personally exercising any powers or rights which that person would otherwise have as a result of a court order by reason of that person's mental health or injury or illness;

11.1.5 has been convicted of an indictable offence in the last five years;

11.1.6 resigns his office by notice to the Company;

11.1.7 is removed from office by a resolution passed by not less than two-thirds of the members of the Board present and voting that it is undesirable that he shall remain a member of the Board, provided

that the person shall have the right to make one appeal to the Board before the resolution is effected:

11.1.8 is a co-optee and his co-option is revoked by a simple majority of the decision of the Board Directors.

12. POWERS OF THE BOARD

12.1 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. No alteration of the Articles shall invalidate any prior act of the Board which would have been valid if that alteration had not been made. The powers given by this regulation shall not be limited to any special power given to the Board by the Articles and a meeting of the Board at which a quorum is present may exercise all powers exercisable by the Board.

12.2 The Board shall have absolute discretion in the admission, suspension and expulsion of Voting Members, Student Members, Honorary Members and Honorary Fellows.

12.3 The Board shall, on behalf of the Voting Members, appoint or authorise the appointment of such staff as it considers appropriate and may determine their duties and conditions of service.

13. DELEGATION OF BOARD DIRECTORS' POWERS

13.1 The Board may delegate any of their powers to any committees, task forces, other groups, the President or other Officers or to any employee such of their powers as they consider desirable to be exercised by them. Any such delegation may be made subject to any conditions the Board may impose and may be revoked or altered at any time.

14. CALLING A BOARD DIRECTORS' MEETING

14.1 The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their proceedings as they think fit.

14.2 Board meetings may take place in any manner and through any medium which permits those attending to hear and comment on the proceedings and any Board Director attending in such manner shall count towards the quorum. The meeting will be deemed to take place where the largest group of those participating is assembled, or if there is no such group, where the chair of the meeting then is.

14.3 Questions arising at any meeting of the Board shall be decided by a majority of votes. In the case of equality of votes the President (or, in his absence, the person elected as chair in accordance with article 14.4 below) shall have a second or casting vote.

- 14.4 The President shall act as chair at all meetings of the Board at which the President shall be present, but in the absence thereof, the Board shall elect another person to act as chair for that meeting.
- 14.5 Any three Board Directors may call a Board Directors' meeting by giving not less than five Business Days' notice of the meeting (or such lesser notice as all the Board Directors may agree) to the Board Directors.
- 14.6 Notice of a Board Directors' meeting shall be given to each Board Director in writing.
- 14.7 All acts bona fide done by any meeting of the Board or of any committee, or by any person acting as a Board Director shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that any such member, or any of them, were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Board Director and been entitled to vote.

15. **QUORUM FOR BOARD DIRECTORS' MEETINGS**

- 15.1 Subject to article 15.2, the quorum for the transaction of business at a meeting of Board Directors is any five Eligible Directors or such other number as is fixed by the Board from time to time.
- 15.2 For the purposes of any meeting (or part of a meeting) held pursuant to article 17 to authorise a Conflict, if there is only one Eligible Director in office other than the Interested Director(s), the quorum for such meeting (or part of a meeting) shall be one Eligible Director.
- 15.3 If the total number of Board Directors in office for the time being is less than the quorum required, the Board Directors must not take any decision other than a decision:
- 15.3.1 to appoint further Board Directors; or
- 15.3.2 to call a general meeting so as to enable the Voting Members to appoint further Board Directors.

16. **BOARD DIRECTOR WRITTEN RESOLUTIONS**

- 16.1 A resolution in writing sent to all the Board Directors or members of a committee entitled to receive notice of a meeting of the Board or of a committee and approved by the required majority to pass the relevant 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 duly convened and held and may consist of several documents in the like form each approved by one or

more Board Directors or members of a committee. Approval for the purposes of this article may be given by electronic means.

17. **BOARD DIRECTORS' CONFLICTS OF INTEREST**

17.1 The Board Directors may, in accordance with the requirements set out in this article, authorise any Conflict proposed to them by any Board Director which would, if not authorised, involve a Board Director (an **Interested Director**) breaching his duty to avoid conflicts of interest under section 175 of the Act.

17.2 Any authorisation under this article 17 shall be effective only if:

17.2.1 to the extent permitted by the Act, the matter in question shall have been proposed by any Board Director for consideration in the same way that any other matter may be proposed to the Board Directors under the provisions of these Articles or in such other manner as the Board Directors may determine;

17.2.2 any requirement as to the quorum for consideration of the relevant matter is met without counting the Interested Director; and

17.2.3 the matter was agreed to without the Interested Director voting or would have been agreed to if the Interested Director's vote had not been counted.

17.3 Any authorisation of a Conflict under this article 17 may (whether at the time of giving the authorisation or subsequently):

17.3.1 extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter or situation so authorised;

17.3.2 provide that the Interested Director be excluded from the receipt of documents and information and the participation in discussions (whether at meetings of the Board Directors or otherwise) related to the Conflict;

17.3.3 provide that the Interested Director shall or shall not be an Eligible Director in respect of any future decision of the Board Directors in relation to any resolution related to the Conflict;

17.3.4 impose upon the Interested Director such other terms for the purposes of dealing with the Conflict as the Board Directors think fit;

17.3.5 provide that, where the Interested Director obtains, or has obtained (through his involvement in the Conflict and otherwise than through his position as a Board Director of the Company) information that is confidential to a third party, he shall not be obliged to disclose that

information to the Company, or to use it in relation to the Company's affairs where to do so would amount to a breach of that confidence; and

- 17.3.6 permit the Interested Director to absent himself from the discussion of matters relating to the Conflict at any meeting of the Board Directors and be excused from reviewing papers prepared by, or for, the Board Directors to the extent they relate to such matters.
- 17.4 Where the Board Directors authorise a Conflict, the Interested Director shall be obliged to conduct himself in accordance with any terms and conditions imposed by the Board Directors in relation to the Conflict.
- 17.5 The Board Directors may revoke or vary such authorisation at any time, but this shall not affect anything done by the Interested Director prior to such revocation or variation in accordance with the terms of such authorisation.
- 17.6 A Board Director is not required, by reason of being a Board Director (or because of the fiduciary relationship established by reason of being a Board Director), to account to the Company for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Board Directors in accordance with these Articles or by the Company in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.
- 17.7 Subject to sections 177(5) and 177(6) and sections 182(5) and 182(6) of the Act, and provided he has declared the nature and extent of his interest in accordance with the requirements of the Act, a Board Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Company:
 - 17.7.1 may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise (directly or indirectly) interested;
 - 17.7.2 shall be an Eligible Director for the purposes of any proposed decision of the Board Directors (or committee of Board Directors) in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 17.7.3 shall be entitled to vote at a meeting of Board Directors (or of a committee of the Board Directors) or participate in any unanimous decision, in respect of such existing or proposed transaction or arrangement in which he is interested;
 - 17.7.4 may act by himself or his firm in a professional capacity for the Company (otherwise than as auditor) and he or his firm shall be

entitled to remuneration for professional services as if he were not a Board Director;

17.7.5 may be a Board Director or other officer of, or employed by, or a party to a transaction or arrangement with, or otherwise interested in, any body corporate in which the Company is otherwise (directly or indirectly) interested; and

17.7.6 shall not, save as he may otherwise agree, be accountable to the Company for any benefit which he (or a person connected with him (as defined in section 252 of the Act)) derives from any such transaction or arrangement or from any such office or employment or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the grounds of any such interest or benefit nor shall the receipt of any such remuneration or other benefit constitute a breach of his duty under section 176 of the Act.

18. RECORDS OF DECISIONS TO BE KEPT

Where decisions of the Board Directors are taken by electronic means, such decisions shall be recorded by the Board Directors in permanent form, so that they may be read with the naked eye.

19. CHANGE OF COMPANY NAME

19.1 The name of the Company may be changed by a special resolution of the Voting Members or otherwise in accordance with the Act.

VOTING MEMBERS: BECOMING AND CEASING TO BE A VOTING MEMBER

20. MEMBERSHIP

20.1 The Company shall admit to Membership an individual which:

20.1.1 applies to the Company using the application process approved by the Board Directors from time to time; and

20.1.2 is approved by the Board Directors, or those delegated by them so to do, in their complete discretion.

20.2 The Board Directors may make such enquiry as they may deem necessary or desirable in order to determine the suitability of the applicant for Membership.

20.3 The Board Directors may in their absolute discretion decline to accept any application for Membership and need not give reasons for doing so.

- 20.4 Notification shall be given to each successful applicant confirming their Membership of the Company. Every Voting Member shall be required to sign a written consent to become a Voting Member and to abide with any rules of Membership from time to time in force, or submit an electronic application signifying their willingness and consent to becoming a Voting Member and to abide with any rules of Membership from time to time in force. Details of each successful applicant shall be entered into the Register of Members along with their class of Membership.
- 20.5 All Voting Members must pay to the Company on becoming a Voting Member an annual subscription fee to be decided by the Board Directors from time to time. The Board Directors shall have complete discretion as to whether or not to apply an annual subscription fee for Student Members, Honorary Members and Honorary Fellows.
- 20.6 Successful applications shall be admitted as Members, Registered Members, Fellows, Student Members, Honorary Members or Honorary Fellows in accordance with the following provisions:
- 20.6.1 Members – any person who is involved, or has an interest, in healthcare regulatory affairs;
 - 20.6.2 Registered Members – any Member who shall certify on an annual basis that they:
 - (a) have at least two years’ full-time experience in regulatory affairs; and
 - (b) hold a degree or equivalent qualification in a relevant discipline from a recognised educational establishment; and
 - (c) are currently engaged in the field of regulatory affairs; and
 - (d) are committed to undertaking an ongoing program of continuing professional development in the field of regulatory affairs;
 - 20.6.3 Fellow – any Member with at least ten years’ experience in regulatory affairs and holding a responsible position in their employing organisation and who has made a significant contribution to the Company and/or the regulatory affairs profession, as assessed by the Board or those nominated by the Board to make such an assessment;
 - 20.6.4 Student Members – the Board may in its absolute discretion admit Student Members who may or may not otherwise qualify for admission as Members, Registered Members or Fellows;
 - 20.6.5 Honorary Members - the Board may in its absolute discretion admit Honorary Members who may or may not otherwise be qualified to be

Members, but who in the opinion of the Board have made a significant contribution to education, science or policy or other matters relating to regulatory affairs;

- 20.6.6 Honorary Fellows – the Board may in its absolute discretion admit Honorary Fellows who, having previously been elected as Fellows, are deemed, in the sole opinion of the Board, to have made a significant contribution to education, science or policy or other matters relating to regulatory affairs or to have made a significant contribution to the Company.
- 20.7 The Board Directors may establish such different classes of Membership, including Voting Members, from time to time and set out the different rights and obligations for each class, with such rights and obligations recorded in the Register of Members or the Rules.
- 20.8 Membership is non-transferable. Except as otherwise provided herein, Voting Members, Student Members, Honorary Members and Honorary Fellows shall enjoy such rights and privileges and be under such obligations as the Board shall from time to time determine, in its absolute discretion.

21. CESSATION OF MEMBERSHIP

- 21.1 A Voting Member, Student Member, Honorary Member or Honorary Fellow may withdraw from Membership of the Company by giving not less than two calendar months' notice to the Company in writing and any person so ceasing to be a Voting Member, Student Member, Honorary Member or Honorary Fellow shall be removed from the Register of Members at the end of the two month period.
- 21.2 Membership terminates when a person dies or becomes bankrupt.
- 21.3 If a Registered Member or Fellow ceases to hold the qualification rendering him eligible for Membership or fails to provide the required certifications under article 20 will become a Member for the duration of the next calendar year.
- 21.4 Any member who, in accordance with any rules in force from time to time, fails to pay any annual subscription after a period of one month following the issue of a final request for payment served by the Company at the address recorded in the Register of Members, their Membership shall cease immediately.
- 21.5 The Board Directors may terminate, by a resolution passed by at least two-thirds of those Board Directors present and voting, the Membership of any Voting Member, Student Member, Honorary Member or Honorary Fellow their consent by giving the Voting Member, Student Member, Honorary Member or Honorary Fellow written notice if, in the reasonable opinion of the Board Directors, the Voting Member, Student Member, Honorary Member or Honorary Fellow:

- 21.5.1 is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Membership and Board Directors into disrepute; or
- 21.5.2 has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
- 21.5.3 has failed to observe the terms of these Articles and the Rules.

Following such termination, the Voting Member Student Member, Honorary Member or Honorary Fellow shall be removed from the Register of Members.

- 21.6 The notice to the Voting Member, Student Member, Honorary Member or Honorary Fellow pursuant to article 21.5 must give the Voting Member, Student Member, Honorary Member or Honorary Fellow the opportunity to be heard in writing or in person as to why their Membership should not be terminated. The Board Directors must consider any representations made by the Voting Member, Student Member, Honorary Member or Honorary Fellow and inform them of their decision following such consideration. There shall be no right to appeal from a decision of the Board Directors to terminate the Membership of a Voting Member, Student Member, Honorary Member or Honorary Fellow.
- 21.7 A Voting Member, Student Member, Honorary Member or Honorary Fellow whose Membership is terminated under this article shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the Company any subscription or other sum owed by him.

22. **GENERAL MEETINGS AND RESOLUTIONS**

- 22.1 The Board may call general meetings and, on the requisition of Voting Members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the provisions of the Act. If there are not within the United Kingdom sufficient Board Directors to call a general meeting, and Board Director or any Voting Member may call a general meeting.
- 22.2 The Company shall hold at least one general meeting in each calendar year, which shall be the "Annual Review". The business of the Annual Review shall be the presentation of the Company's financial results for the previous financial year, the presentation of any new Board Directors and any other business as the Board shall determine.
- 22.3 All general meetings shall be called by at least fourteen clear days' notice. A general meeting may be called by shorter notice if it is so agreed by a majority in number of the Voting Members having a right to attend and vote and being a majority together holding not less than ninety per cent of the total voting rights.

- 22.4 The notice shall specify the time and place of the meeting and, in the case of an Annual Review, shall specify the meeting as such.
- 22.5 The notice shall be given to all the Voting Members, Student Members, Honorary Members and Honorary Fellows and to the Board Directors and auditors.
- 22.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 22.7 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. Twenty Voting Members present in person or by proxy shall be a quorum provided that if there are fewer than twenty Voting Members, all Voting Members of the Company shall form a quorum.
- 22.8 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand 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 Board Directors present may determine.
- 22.9 If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting then the Voting Members present shall constitute a quorum.
- 22.10 The President or in their absence some other Board Director nominated by the Board Directors shall preside as chair of the meeting.
- 22.11 The chair of the meeting may, with the consent of a 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.
- 22.12 When a meeting is adjourned indefinitely, the time and place for the adjourned meeting shall be fixed by the Board. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Except where these Articles otherwise require, it shall not be necessary to give notice of an adjournment or of the business to be transacted at the adjourned meeting.

DECISION MAKING BY VOTING MEMBERS

23. **VOTES OF VOTING MEMBERS**

23.1 Subject to the Act, at any general meeting:

23.1.1 every Voting Member who is present in person (or by proxy) shall on a show of hands have one vote; and

23.1.2 every Voting Member present in person (or by proxy) shall on a poll have one vote.

23.2 Unless a poll is duly demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

24. **POLL VOTES**

24.1 Subject to the Act, a poll may be demanded:

24.1.1 by the chair of the meeting; or

24.1.2 by at least two Voting Members having the right to vote at the meeting;

and a demand by a person as proxy for a Voting Member shall be the same as a demand by a Voting Member.

24.2 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chair of the meeting and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

25. **PROXIES**

25.1 Any Voting Member entitled to attend a general meeting shall be entitled to appoint another person (whether a Voting Member or not) as their proxy to attend instead of them and any proxy so appointed shall have the same right as the Voting Member to speak and to vote at the meeting.

25.2 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in such form as the Board may approve from time to time.

25.3 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Board Directors may:

- 25.3.1 be deposited at the Company's registered office specified in the notice convening the general meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote; or
- 25.3.2 in the case of a poll taken more than forty-eight hours after it is demanded, be deposited as aforesaid after the poll has been demanded and not less than twenty-four hours before the time appointed for the taking of the poll; or
- 25.3.3 where the poll is not taken forthwith but is taken not more than forty-eight hours after it was demanded, be delivered at the meeting at which the poll was demanded to the Chair or to any Board Director;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

26. **WRITTEN RESOLUTIONS**

- 26.1 A written resolution approved by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of eligible Voting Members (provided that those Voting Members would constitute a quorum at a general meeting) is as valid as if it had been passed at a general meeting provided that:
 - 26.1.1 a copy of the proposed resolution has been sent to every eligible Voting Member;
 - 26.1.2 a simple majority (or in the case of a special resolution by a majority of not less than 75%) of Voting Members have signified their agreement to the resolution; and
 - 26.1.3 such agreement is contained in an authenticated document that has been received at the Company's registered office within the period of 28 days beginning with the circulation date.
- 26.2 A resolution under this article 26 may consist of several documents in similar form each approved by one or more Voting Members.

ADMINISTRATIVE ARRANGEMENTS

27. **MEANS OF COMMUNICATION TO BE USED**

- 27.1 The Company may give notice to any member or Board Director either:
 - 27.1.1 personally; or

- 27.1.2 by sending it by post in a prepaid envelope addressed to the member or Board Director at his or her registered address or by leaving it at that address; or
 - 27.1.3 by suitable electronic means.
- 27.2 A member or Board Director present, either in person or by proxy, at any Board meeting of the members shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.
- 27.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received:
- 27.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address; or
 - 27.3.2 48 hours after being sent by first class post to that address; or
 - 27.3.3 on being handed to the member or Board Director personally; or
 - 27.3.4 as soon as the member or Board Director acknowledges actual receipt.

28. **RECORDS, ACCOUNTS AND RETURNS**

- 28.1 The Company shall comply with the provisions of the Act and any other statutory requirements or any other regulatory body to which the Company shall be subject, in respect of:
- 28.1.1 the keeping and auditing of accounting records;
 - 28.1.2 the provision of accounts and annual reports of the Board Directors; and
 - 28.1.3 in making an annual return or similar.

29. **RULES**

The Board Directors may establish rules governing matters relating to Company administration that are required from time to time for the effective operation of the Company (for example, the provisions relating to classes of Voting Members, Membership, Membership fees and subscriptions and the admission criteria for Voting Members and Membership). If there is a conflict between the terms of these Articles and any rules established under this article, the terms of these Articles shall prevail.

30. **INDEMNITY AND INSURANCE**

- 30.1 Subject to article 30.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- 30.1.1 each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer in the actual or purported execution and/or discharge of his duties, or in relation to them including any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's affairs; and
- 30.1.2 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 30.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 30.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.
- 30.3 The Board Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.
- 30.4 In this article:
- 30.4.1 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company; and
- 30.4.2 a **relevant officer** means any Board Director or other officer or employees of the Company, committee or taskforce members and all others acting on behalf of the Company whether paid or unpaid but excluding in each case any person engaged by the Company as auditor (whether or not he is also a Board Director or other officer), to the extent he acts in his capacity as auditor.