

Company No: 00323204

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

**ARTICLES OF ASSOCIATION
of
THEATRICAL MANAGEMENT ASSOCIATION
LIMITED**

Incorporated on 16 January 1937
Articles of Association adopted 10 November 2011
NOVEMBER 2011

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(as adopted by Special Resolution on 10 November 2011)

1. GENERAL

1.1 In these Articles:

"Articles"	means these Articles of Association, as amended from time to time;
"Association"	means the above-named company;
"Bodies"	means committees, working parties and advisory groups established pursuant to Articles 23.1 and 23.3;
"Chief Executive"	means the chief executive of the Association as appointed from time to time pursuant to Article 19.2;
"Companies Acts"	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Association;
"Council"	means the council of management from time to time of the Association, being the board of directors of the Association for the purposes of the Companies Acts;
"Council Members"	means the members of the Council from time to time, being the directors of the Association for the purposes of the Companies Acts;
"Elected Vice President"	means the vice-president of the Association as elected pursuant to Article 22;
"electronic form"	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);
"electronic means"	has the meaning given in section 1168 of the Companies Act 2006 (including any statutory modification or re-enactment thereof for the time being);
"Equity"	means the trade union, Equity;
"Member"	means a member of the Association for the purposes of the Companies Acts;
"Member Representative"	means an authorised representative of a Member appointed pursuant to Article 15;
"Non-Elected Vice-President"	means the non-elected vice-president of the Association being the most recent past President;
"Office"	means the registered office of the Association;
"President"	means the president of the Association as elected pursuant to Article 22;
"Registered Address"	means, in relation to a Member or a Council Member, the address entered on the Association's register of members from time to time in respect of that Member or Council Member;
"Related Organisation"	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;
"Seal"	means the common seal of the Association;
"Sub-Bodies"	means sub-committees, working parties and advisory groups established pursuant to Article 23.5;
"The Theatre Council"	means the body comprising the Association and Equity and governed by a constitution dated 25 July 2000, as amended from time to time;
"Vice-Presidents"	means the Elected Vice-President and the Non-Elected Vice-President;
"in writing"	means written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words

in a visible form, including in electronic form.

- 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 theatres and the presentation and management of theatrical productions and other forms of live entertainment (hereinafter called "**Theatre Management**") and for the protection and promotion of Members' interests in connection therewith and to take all such steps as may be considered expedient for such purposes including the provision of legal and other professional advice and assistance;
- (b) to adjust controversies between members and promote the settlement thereof by arbitration or otherwise without recourse to proceedings in the law courts;
- (c) to combine for the purpose of facilitating concerted action in any matters generally connected with the welfare of Theatre Management or for such other purposes as the Association may determine;
- (d) to collect and distribute statistical and other information relating to theatres and theatrical entertainments, and print and publish newspapers, journals, pamphlets and other literature calculated to advance those interests;
- (e) to consider all questions affecting the interests of theatres and theatrical management, and any legislation, bye-laws or regulation affecting the same, and to initiate, support or oppose such legislation or regulations either by petition, public meetings or otherwise;
- (f) to support or oppose any proceedings, legal or otherwise, affecting the general body of Members;

- (g) to codify and amend, as may be considered expedient, the practice and customs relating to theatrical entertainments and the management of theatres;
- (h) to establish, subsidise, promote, co-operate or amalgamate with affiliate or become affiliated to, act as trustees or agents for, or manage or lend money or other assistance to, any association, corporate or incorporate, with objects altogether or in part similar to these objects or any of them;
- (i) to apply for and obtain any rights, concessions and privileges from, and to enter into any arrangement that may seem directly or indirectly conducive to the objects of the Association with any organisation or competent authority;
- (j) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;
- (k) subject to the provisions of Section 14 of the Companies Act 1948, to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Association may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Association;
- (l) to sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Association as may be thought expedient with a view to the promotion of its objects;
- (m) to undertake and execute any trusts which may lawfully be undertaken by the Association and may be conducive to its objects;
- (n) to borrow or raise money for the purposes of the Association on such terms and on such security as may be thought fit;
- (o) to invest the moneys of the Association not immediately required for its purposes in or upon such investments, securities or property as may be thought fit;
- (p) to establish and support or aid in the establishment and support of any charitable or benevolent associations or institutions and to subscribe or guarantee money for charitable or benevolent purposes in any way connected with the purposes of the Association or calculated to further its objects; and
- (q) to do all such other things as are incidental or the Association may think conducive to the attainment of the above objects or any of them.

4. **LIABILITY OF MEMBERS**

4.1 The liability of the Members is limited.

4.2 Every Member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up during the time that he or she or it is a Member, or within one year afterwards, for payment of the debts and liabilities of the Association contracted before the time at which he or she or it

ceases to be a Member, and of the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributors amongst themselves, such amount as may be required not exceeding £1.

5. **APPLICATION OF INCOME AND PROPERTY**

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association as set forth in these Articles and no portion thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members. Provided that nothing herein shall prevent the payment, in good faith, of reasonable and proper remuneration to any officer or servant of the Association, or to any Member, in return for any services actually rendered to the Association, nor prevent the payment of interest at a rate not exceeding 2 per cent above the minimum lending rate per annum on money lent or reasonable and proper rent for premises demised or let by any Member to the Association; but so that no Council Member, whilst still a Council Member, shall be appointed to any salaried office of the Association or any office of the Association paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Association to any Council Member except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association; provided that the provision last aforesaid shall not apply to any payment to any railway, gas, electric lighting, water, cable, telephone company, or local authority of which a Council Member may be a member, or any other company in which such Council Member shall not hold more than one hundredth part of the capital, and such Council Member shall not be bound to account for any share of profits he or she may receive in respect of any such payment.

6. **MEMBERSHIP**

6.1 The Association will have the following categories of Members and such other categories as the Council determines pursuant to Article 6.3:

- (a) **"Full Members"**: being either (i) individuals who are sole traders professionally involved in the production and/or presentation and/or management of the performing arts whose turnover in their most recently completed financial year did not exceed the level determined by the Council from time to time; (ii) Local Authorities, charitable trusts, firms or companies professionally involved in the production and/or presentation and/or management of the performing arts; or (iii) Deposit Members who have become Full Members pursuant to Article 7.2;
- (b) **"Group Members"**: being Members appointed pursuant to Article 6.2;
- (c) **"Deposit Members"**: being sole traders, firms or companies professionally involved in the production and/or presentation and/or management of the performing arts without the support of state-funding, who are required to place deposits with The Theatre Council;
- (d) **"Associate Members"**: being former Full Members or Member Representatives of Full Members no longer active as such. Associate Membership is for a limited period of 12 months;

- (e) **"Affiliate Members"** being:
 - (i) **"Corporate Affiliate Members"**: being commercial organisations who are manufacturers or suppliers of goods and/or services and whose customers include but are not limited to the performing arts industry and Members; and
 - (ii) **"Individual Affiliate Members"**: being individuals not working for an organisation eligible for membership nor eligible to join the Association as a Full Member, a Deposit Member or an Associate Member who wish to be kept informed of the work of the Association.
- (f) **"Honorary Members"**: being persons elected to honorary membership of the Association by the Council.

6.2 Full Members may from time to time apply to the Council 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 the Full Member.

6.3 Subject to Article 7 the Council will be entitled at its absolute discretion at any time to:

- (a) admit an applicant to membership in any category, notwithstanding that the applicant does not fall precisely into any of the above categories of membership;
- (b) determine other categories of membership in addition to those set out in Article 6.1;
- (c) 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
- (d) determine the benefits afforded to any category of membership.

7. **ELECTION OF MEMBERS**

7.1 An applicant for membership must complete an application form in such form as the Council may from time to time determine. The 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 Council with his or her recommendation as to whether or not the applicant should be accepted into membership. If the Council 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;
- (b) 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. Any objection will be considered by the Council and may be accepted or rejected, such decision to be taken by a simple majority vote of the Council;
- (c) 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 and if upheld by The Theatre Council the application will be rejected;
- (d) subject to paragraphs (b) and (c) above, the applicant will be accepted into membership as soon as payment of the appropriate subscription has been made;
- (e) upon acceptance into membership the Member will receive a copy of the Articles;
- (f) 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.

7.2 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 Council at its discretion. Any such application will be considered as follows:

- (a) the Chief Executive will refer the application to the Council;
- (b) if the Council 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 no written objection is received from Equity by the Chief Executive within 14 days of notification pursuant to Article 7.2(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. **SUBSCRIPTION**

8.1 Members will pay an annual subscription by 1 January each year in respect of that year.

8.2 The annual subscription for Full Members and Deposit Members and the basis on which it is calculated will be as recommended from time to time by the Council and

approved by the Members in general meeting, but will (unless otherwise determined by the Council) be based on a Member's business turnover. The meaning of business turnover for the purposes of this Article 8.2 will be as determined from time to time by the Council at its discretion.

- 8.3 The annual subscription for Affiliate Members and Associate Members will be a flat fee recommended from time to time by the Council and approved by the Members in general meeting.
- 8.4 The annual subscription payable by a Group Member (or by a Full Member on behalf of its Group Member) will be as determined from time to time by the Council at its discretion.
- 8.5 Where a 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 calendar year.
- 8.6 In the event that a 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 and any sums due in respect of the year during which the Member resigns will remain due and payable.

9. **TERMINATION OF MEMBERSHIP**

- 9.1 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; or

- (g) the Member concerned fails to pay their annual subscription by 1 May of the year for which it is due (unless the Council at its discretion excuses the default).
- 9.2 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) written particulars signed by at least 5 Members specifying the complaint against the Member have been submitted to the Chief Executive at least 14 days before the general meeting;
 - (b) a copy of the written particulars 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, if present, will be heard in answer to the complaint after which the Members or Member Representatives present in person or by proxy will vote to decide by a majority of at least three-quarters of those Members or Member Representatives present in person or by proxy whether the Member complained of will continue as a Member.
- 9.3 If the decision in Article 9.2 is against the Member, that Member will not be eligible for re-admittance to membership unless the vote is rescinded at a subsequent general meeting by a majority of at least three-quarters of those Members or Member Representatives present in person or by proxy.
- 9.4 A Member may only be expelled pursuant to Article 9.2, re-admitted to membership pursuant to Article 9.3 or denied re-admittance pursuant to Article 9.3 if at least one-tenth of those Members or Member Representatives qualified to vote are present in person or by proxy at the relevant general meeting.
- 9.5 If a Full Member, Group Member, Deposit Member or Associate 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 Council 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.
- 9.6 The Member may within 14 days of receipt of notification pursuant to Article 9.5 submit to the Council written reasons why they should not resign their membership. The Council will consider the submission within 14 days and its decision will be final and binding.
- 9.7 If no submission is made by the Member pursuant to Article 9.6, they will be deemed to have resigned after 14 days from receipt of notification pursuant to Article 9.5.

10. **GENERAL MEETINGS**

- 10.1 General meetings of the Association will be held on the third Thursday in February, May, September and November unless the Council at its discretion decides on alternative dates. The Council will be entitled as and when it thinks fit to arrange for

any general meetings to be held outside London and for general meetings to be held additional to those set out above.

- 10.2 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 Council Members.
- 10.3 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, pursuant to the provisions of the Companies Acts, the Council will immediately proceed to convene a general meeting. If there are not within the United Kingdom sufficient Council Members to call a general meeting, any Council Member or any Member may call a general meeting.
- 10.4 The Association may in each year hold a general meeting as its annual general meeting and will specify the meeting as such in the notice calling it.

11. NOTICE OF GENERAL MEETINGS

- 11.1 All general meetings must be called by at least 14 clear days' notice in writing.
- 11.2 A general meeting may be called by shorter notice if so agreed by a majority in number of Members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.
- 11.3 Any notice of a general meeting 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.
- 11.4 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, will not invalidate the proceedings at that meeting.

12. PROCEEDINGS AT GENERAL MEETINGS

- 12.1 No business may be transacted at any general meeting unless there is a quorum present. 20 Members or Member Representatives, present in person or by proxy and entitled to vote, constitutes a quorum. 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.
- 12.2 Any Member or Member Representative may, subject to and in accordance with Article 26, appoint any Member or Member Representative as their proxy to vote on their behalf at any general meeting.
- 12.3 The President will preside as chairman/chairwoman of all general meetings, or (if he or she is unavailable or unwilling) either of the Vice-Presidents, or (or if neither the President nor either of the Vice-Presidents is available or willing) a Council Member chosen by the Members or Member Representatives present in person or by proxy, or (if no Council Member is available or willing) a Member chosen by the Members or Member Representatives present in person or by proxy.

- 12.4 Every resolution will be proposed and seconded by a Member.
- 12.5 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 or Member Representatives present in person or by proxy and entitled to vote, unless a secret ballot has been demanded pursuant to Article 12.6.
- 12.6 At any general meeting not less than one-third of those Members or Member Representatives present in person or by proxy and entitled to vote may demand that a secret ballot be taken at that meeting.
- 12.7 Any Member or Member Representative intending to propose the rescission of any resolution will give written notice to the Chief Executive at least 10 days before the general meeting at which the proposal is to be made, and the Chief Executive will give written notice to every Member and Member Representative of this fact at least 7 days before the general meeting. A resolution may only be rescinded by a two-thirds majority of Members and Member Representatives present in person or by proxy and entitled to vote at the general meeting at which it is considered.
- 12.8 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 the same had been passed at a general meeting of the Association duly convened provided that:
- (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.
- 12.9 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 12.10 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, and not in that case unless, in the opinion of the chairman/chairwoman of the meeting, it is of sufficient magnitude to invalidate the result of the voting.
- 12.11 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.

13. **VOTES OF MEMBERS**

- 13.1 Subject to Articles 13.2 to 13.6, at a general meeting each Member or Member Representative present in person or by proxy will have one vote.
- 13.2 Each Group Member will be entitled to vote at meetings of the Association, provided that under no circumstances will a Full Member and its Group Member(s) together have more than 5 votes (or such other number as the Council may from time to time decide at its discretion).
- 13.3 Affiliate Members will have the same voting rights as other Members, except they will have no voting rights in respect of resolutions relating to, and may not propose or second resolutions on:
- (a) industrial relations matters; or
 - (b) financial matters.
- 13.4 Where there is doubt regarding whether Affiliate Members are entitled to vote on a particular resolution the decision will be made by the Council.
- 13.5 Honorary Members will not be entitled to vote on any matter, or to propose or second any resolutions.
- 13.6 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 be entitled to a casting vote.

14. **INFORMAL MEETINGS**

- 14.1 The Council may at its discretion call informal meetings of the Association or part of the Association for the purposes of consultation on matters of urgency or special interest which will be specified in the notice calling any such meeting.
- 14.2 The Council will give not less than 7 days' notice for informal meetings of the Association and not less than 2 days' notice of informal meetings of any part of the Association.

15. **MEMBER REPRESENTATIVES**

- 15.1 Any Member which is not an individual 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 appoint a replacement Member Representative by not less than 7 days' prior notice in writing to the Chief Executive.

16. **THE COUNCIL**

- 16.1 Unless otherwise determined by the Members in general meeting and subject to Articles 16.2, 16.3 and 16.5, the number of elected Council Members will not be less than 4 nor more than 15.
- 16.2 The President and both Vice-Presidents will be members of the Council (and of all committees) during their terms of office and will not count towards the number of elected Council Members for the purposes of Article 16.1.
- 16.3 The chairman/chairwoman of the industrial relations committee will be a member of the Council and will not count towards the number of elected Council Members for the purposes of Article 16.1.
- 16.4 The Council may on a majority vote appoint any Member or Member Representative (other than a Corporate Affiliate Member or its Member Representative, or an Individual Affiliate Member) to fill any casual vacancy in the Council's elected membership, provided that the total number of elected Council Members does not at any time exceed the maximum number fixed in accordance with these Articles. Any Council 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.
- 16.5 The Council may on a majority vote co-opt any Member, Member Representative or employee of a Member (other than a Member Representative or employee of a Corporate Affiliate Member, or an Individual Affiliate Member or his or her employee) as an additional Council Member as the Council in its discretion deems fit, provided that the number of co-opted Council Members will at no time exceed the number of elected Council Members. Co-opted Council Members will not count towards the number of elected Council Members for the purposes of Article 16.1.
- 16.6 A co-opted Council Member will retain office only until the next annual general meeting, at which time he or she will be eligible for election. A co-opted Council 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.

17. **ELECTION OF THE COUNCIL MEMBERS**

- 17.1 Any person will be eligible to stand for election to the Council provided he or she:
- (a) had been a Full Member or Deposit Member or the Member Representative of a Full Member, Group Member or Deposit Member for at least 9 months immediately preceding the nomination for election;
 - (b) was a Member or Member Representative appointed to fill a casual vacancy pursuant to Article 16.4 immediately preceding the nomination for election;
 - (c) was a co-opted Council Member pursuant to Article 16.5 immediately preceding the nomination for election; or
 - (d) was, immediately preceding the nomination for election, an Associate Member who had been a Full Member or the Member Representative of a Full

Member for at least 9 months immediately before becoming an Associate Member.

- 17.2 Nominations for the election of Council 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 Council 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 Council 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 Council 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 Council Member standing for election, the Chief Executive will also include the nominee's record of attendance at Council Meetings in the past 12 months or for the period of co-option;
 - (b) Members must vote for the nominees in order of preference by placing the appropriate number (1, 2, 3, etc) next to the names on the voting paper, such that 1 indicates the highest preference, 2 the second preference, and so on;
 - (c) 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 award points in accordance with the stated order of preference indicated on the voting paper. 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;
 - (d) the vacancies on the Council will be filled by the candidates who receive the lowest number of points;
 - (e) in the event of 2 candidates receiving the same number of points for the last vacancy, the candidate who has been a Member for the longest time will be deemed elected;
 - (f) the Chief Executive will inform the candidate(s) of the result of the election(s) as soon as possible;

- (g) any Member may appoint another Member to sign their voting paper on their behalf by giving prior notice in writing to the Chief Executive at the Office;
- (h) at the annual general meeting the Chief Executive will announce the outcome of any vote.

18. **RETIREMENT AND DISQUALIFICATION OF COUNCIL MEMBERS**

18.1 Elected Council Members will remain in office until the annual general meeting which takes place in the third year after their election. Retiring Council Members may seek re-election for a further 3-year term. Council Members may not serve for more than 6 consecutive years and will not be eligible for re-election or co-option until a further year has 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 Council Member who at the relevant time is the President or Elected Vice-President until the point in time where that person is no longer the President or Elected Vice-President.

18.3 The office of a Council Member will terminate:

- (a) if he or she ceases to be a Member or if the organisation for which he or she is the Member Representative ceases to be a Member or if the Member or Member Representative by which he or she is employed ceases to be a Member;
- (b) if by giving 7 days' written notice in writing to the Association he or she resigns his or her office;
- (c) if 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;
- (d) if he or she becomes of unsound mind;
- (e) if he or she is removed from office by a resolution duly passed under section 168 of the Companies Act 2006;
- (f) if he or she fails to attend 3 consecutive meetings of the Council in any period between 2 annual general meetings unless prevented from doing so by reason of ill-health or absence abroad.

18.4 The Council 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 COUNCIL**

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 Council, who may exercise all the powers of the Association.
- 19.2 The Council will 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.
- 19.3 The Council will cause proper minutes to be made of the proceedings of all formal meetings of the Association and of the Council, and of all business transacted at such meetings, and 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.
- 19.4 If the Association has a Seal, it will only be used with the authority of a resolution of the Council, and in the presence of at least 2 Council Members and the Chief Executive. Any instrument to which the Seal is affixed will be signed by those Council Members and the Chief Executive.
- 19.5 The Council may from time to time resolve at its discretion:
 - (a) who will be the Association's signatories for cheques; and
 - (b) with which bank(s) the Association will keep its bank account(s).

20. **PROCEEDINGS OF THE COUNCIL**

- 20.1 Subject to the provisions of these Articles, the Council may regulate its meetings as it thinks fit. The Council will meet at least 4 times a year and may agree to hold additional meetings as it thinks fit. Except where otherwise provided in these Articles or in the Companies Acts, questions arising at any meeting will be decided by a majority of votes cast. In the case of an equality of votes the chairman/chairwoman of the relevant meeting will have a casting vote.
- 20.2 The quorum at any meeting of the Council is 4 Council Members, although the Council may fix a higher quorum by simple majority resolution.
- 20.3 Any Council Member (other than an alternate Council Member) may appoint any other Council Member who is willing to act to be an alternate Council Member (provided always that he or she has provided to the Association written confirmation of his or her willingness to act and the identity of such alternate Council Member has been approved by the Council, such approval not to be unreasonably withheld) and may remove from office an alternate Council Member so appointed by him or her. Any appointment or removal of an alternate Council Member shall be by notice to the Association authenticated by the Council Member making or revoking the appointment or in any other manner approved by the Council Members.
- 20.4 A person may be the alternate Council Member of more than one Council Member. If this is the case, at any Council Members' meeting he or she shall have one vote for each of the Council Members for whom he or she is an alternate.

- 20.5 An alternate Council Member shall cease to be an alternate Council Member if his or her appointor ceases to be a Council Member or if any of the events set out in Articles 18.3(a) to (f) shall occur in relation to the alternate Council Member.
- 20.6 The President will preside as chairman/chairwoman of all meetings of the Council, or (if he or she is unavailable or unwilling) either of the Vice-Presidents, or (if neither the President nor either of the Vice-Presidents is available or willing) the Council Members present may choose one of their number to be chairman/chairwoman of the meeting. If at any Council meeting neither the President nor either of the Vice-Presidents is present within 10 minutes after the time appointed for holding the meeting, the Council Members present may choose one of their number to be chairman/chairwoman of the meeting.
- 20.7 The Council Members may act notwithstanding any vacancies in their number, but if their number is reduced below the number fixed as the quorum for Council meetings, the continuing Council Member(s) may only act as Council Member(s) to admit persons to membership of the Association, fill vacancies in the Council or summon a general meeting.
- 20.8 All acts done by any meeting of the Council or a committee of Council Members, or by any person acting as a Council Member, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Council Member or committee member or person acting as a Council Member, or that any of them were disqualified from holding office, will be as valid as if every such person had been duly appointed and was qualified to be a Council Member.
- 20.9 A resolution in writing agreed by a simple majority of all the Council Members entitled to receive notice of a meeting of the Council or of a committee of Council Members and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee of Council Members duly convened and held provided that:
- (a) a copy of the resolution is sent or submitted to all the Council Members eligible to vote; and
 - (b) a simple majority of Council 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 Council.
- 20.10 A resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Council Members has signified their agreement.
- 20.11 Any Council Member or member of a committee of the Council Members may participate in a meeting of the Council 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 Council Member or member of a committee of the Council 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.

- 20.12 The Council 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 Council 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 Council will call an informal meeting of the Association pursuant to Article 14. If less than 15 Members so object, the Council will ratify the agreement.

21. **INTERESTS OF COUNCIL MEMBERS**

- 21.1 An interest of which a Council Member has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his or hers.
- 21.2 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 Council Member.
- 21.3 Pursuant to section 175 (and subject to sections 175 (3) to (6)) of the Companies Act 2006, a Council Member must avoid a situation (a "**Conflict Situation**") in which he or she has, or can have, a direct or indirect interest that conflicts, or possibly may conflict with the interests of the Association, including but not 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. A conflict of interest includes for this purpose a conflict of interest and duty and a conflict of duties. Pursuant to section 175(5)(b) of the Companies Act 2006, the Council may authorise a Conflict Situation on such terms and subject to such conditions and/or limitations as the Council Members may in their absolute discretion determine. The relevant Council Member ("**Conflicted Council Member**") shall not vote or count in the quorum in respect of any resolution of the Council authorising his or her conflict of interest 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.
- 21.4 If any Conflict Situation is authorised or otherwise permitted under these Articles, the Conflicted Council 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 Council or any committee of the Council 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 Council Member of the Association, if to make such disclosure would give rise to a breach of duty or breach of obligation of confidence owed by him or her to another person in relation to any matter, office, employment or position which relates to such Conflict Situation;
 - (b) shall be entitled to attend or absent him or herself from all or any meetings of the Council (or any committee of the Council 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, Council 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, such Conflicted Council Member shall not be in breach of any general duty he or she owes to the Association pursuant to sections 171 to 177 (inclusive) of the Companies Act 2006 and the provisions of this Article 21.4 shall be without prejudice to any equitable principle or rule of law which may excuse the Conflicted Council 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.

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

- (a) the Conflicted Council 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 Council 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.

21.6 Without prejudice to the obligation of any Council Member to disclose his or her interest in accordance with section 177 of the Companies Act 2006, and provided any relevant conflict of interest has been authorised in accordance with Article 21.3 above, a Council Member may attend and vote at a meeting of the Council or of a committee of Council Members on any resolution concerning a matter in which he or she is directly or indirectly interested. The Council 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.

21.7 If a question arises at a meeting of the Council or of a committee of Council Members as to the right of a Council 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 Council Member other than the chairman/chairwoman is to be final and conclusive. 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 Council 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.

21.8 The Council may keep a register of interests identifying each Conflict Situation which applies to any Council 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 number of terms provided they are not consecutive and at least one year has elapsed between the terms of office.

22.4 Any Council Member is eligible to stand for election as President or Elected Vice-President.

22.5 The Chief Executive will in writing to the Council invite nominations for the office of President and Elected Vice-President not less than 8 weeks prior to the date of the annual general meeting. Candidates must notify the Chief Executive in writing within the next 7 days of the date of the invitation of his or her intention to stand. The nominations will be considered as follows:

(a) where only one nomination is received for either office then the nominee will be deemed elected;

(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 Council meetings in the past 12 months, to the Members 6 weeks before the annual general meeting;

(ii) if there are 2 candidates for either office, voting will be by simple majority. Where there are more than 2 candidates for either office, Members must vote for them in order of preference by placing the appropriate number (1, 2, 3, etc) next to the names on the voting paper, such that 1 indicates the highest preference, 2 the second preference, and so on;

(iii) 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. Where there are more than 2 candidates for either office the Electoral Reform Society will award points in accordance with the stated order of preference indicated on the voting paper. The Electoral Reform Society will write to the Chief Executive with the name of the candidate for each office with the most votes, or where there are more than 2 candidates for either office, the name of the candidate with the lowest number of points. The Electoral Reform Society will also inform the

Chief Executive of how many voting papers were received and how many were invalid;

- (iv) where there are only 2 candidates for the office concerned and they receive the same number of votes, the candidate who has been a Member for the longest time will be deemed elected. Where voting is in order of preference, in the event of the lowest number of points being received equally by 2 candidates, the candidate who has been a member for the longest time will be deemed 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 3 years. The term of office will run concurrently with that of the President and Elected Vice-President.
- 22.7 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.
- 22.8 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 22.7, the Council will elect a Council Member to the office of Elected Vice-President for the remainder of the term.

23. **COMMITTEES**

- 23.1 The Council 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;
 - (b) industrial affairs; and
 - (c) marketing and enterprise.
- 23.2 The manner in which committees operate will be at the discretion of the Council. Proper minutes of committee meetings will be kept and will be signed by the chairman/chairwoman of the committee. The minutes of committee meetings will be presented to the Council.

- 23.3 The Council may establish working parties and advisory groups to operate on a continuing basis or to fulfil a specific and limited function. The proceedings of working parties and advisory groups will be reported to the Council.
- 23.4 The Council will appoint, from the Council Members, the chairmen of all Bodies.
- 23.5 Subject to Article 23.7, the chairman/chairwoman of a committee will be entitled to appoint, as and when necessary, sub-committees, working parties and advisory groups of his or her committee to deal with particular aspects of the committee's business ("**Sub-Bodies**") and will appoint chairmen of those Sub-Bodies. The proceedings of such Sub-Bodies will be reported to that committee.
- 23.6 The chairman/chairwoman of a Body will select the membership of his or her Body from the Members, the Member Representatives and the employees of Members. The chairman/chairwoman of a Sub-Body will select the membership of his or her Sub-Body from the Members, the Member Representatives and the employees of Members, and may, at his or her discretion, invite non-Members to the membership of his or her Sub-Body.
- 23.7 The Council will review the membership of, and need for, all Bodies and Sub-Bodies at the Council's first meeting following the annual general meeting. The Council will at its discretion invite members of Bodies and Sub-Bodies to serve a further year or for a lesser period determined by the Council.
- 23.8 Any member of a Body or Sub-Body may participate in a meeting of the Body or Sub-Body 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 of the Body or Sub-Body 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 of the Body or Sub-Body is for that meeting.

24. **DISPUTE RESOLUTION: CONCILIATION BOARD**

- 24.1 In the event of any dispute or difference arising between Members in the conduct of their business 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 and 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 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 Council 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 9.2 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 9.2 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 Council 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 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.
- 26.4 Unless a proxy notice indicates otherwise, it must be treated as:
- (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.
- 26.5 The proxy notice shall be deemed to confer authority to demand or join in demanding a poll.
- 26.6 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.
- 26.7 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.
- 26.8 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 Council..

26.9 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. ACCOUNTS

27.1 The Council 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.

27.2 The books of account must be kept at the Office or, subject to the Companies Acts, at such other place or places as the Council thinks fit and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Association for the time being, must always be open to inspection by the Council Members and the Members.

27.3 The Council must from time to time arrange for such profit and loss accounts, balance sheets and Council Members' reports as are provided for in the Companies Acts to be prepared and laid before the Association in general meeting.

27.4 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.

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 Subject to the 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 Subject to the Articles, any notice or document to be sent or supplied to a Council Member in connection with the taking of decisions by Council Members may in addition be sent or supplied by the means by which that Council Member has asked to be sent or supplied with such notices or documents for the time being.
- 29.3 Any notice to be given to or by any person pursuant to the Articles must be in writing.
- 29.4 The Association may give any notice to a Member or Council Member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the Member or Council 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 29.6) by sending it in electronic form:
 - (i) to the address or number for the time being notified for that purpose by the Member or Council Member to the Association; or
 - (ii) through publication in the Association's newsletter or on the Association's website.
- 29.5 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;
 - (c) served by post to an address outside 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 3 clear business days after the letter containing the same is posted; or
 - (d) 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 containing the same 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.
- 29.6 A document or information including notices of general meetings may only be sent by the Association in electronic form in accordance with the provisions of the

Companies Acts 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.

29.7 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.

29.8 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.

29.9 The address for service of the Association is the Office.

29.10 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 Council 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, and no Council 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
- (b) the Council may exercise all the powers of the Association to purchase and maintain insurance for each Council Member against risks in relation to his or her office as the Council 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**

If upon the winding up or dissolution of the Association there remains after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Article 5, such institution or institutions to be determined by the Members at or before the time of dissolution, or in default thereof by a Judge of the High Court of Justice having jurisdiction in regard to charitable funds, and if and so far as effect cannot be given to such provision, then to some charitable object.

LIST OF PRESIDENTS

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-