

Articles of Association

of The Internet Telephony Services Providers Association
("ITSPA")

(Private company limited by guarantee)

Dated: November 2020

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The Companies Act 2006

Private company limited by guarantee

Articles of Association

of

The Internet Telephony Services Providers Association

Interpretation

In these Articles:

"the Act" means the Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force.

"the Articles" means the articles of association of the Company.

"Associate Member" is as defined in 20.2-20.6.

"the Chairman" the chair of the Council.

"Clear Days" in relation to the period of a notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

"the Company" means the Internet Telephony Service Providers Association Limited, a company incorporated under the laws of England and Wales with company number 05325734.

"the Council" means the Council of management of the Company.

"director" means a director of the Company.

"executed" includes any mode of execution permitted by law.

"Full Member" as defined in 20.3-20.6.

"General Meeting" means Annual General Meeting or any Extraordinary General Meeting.

"Member" a member of the Company in accordance with the provisions of the Articles.

"Member of the Council" an elected member of the Council.

"Office" means the registered office of the Company.

"Terms of Reference" means the terms of reference which document the operation, responsibilities and membership of the Council, as, as adopted and varied from time to time with the approval of the directors.

"the Seal" means the common seal of the Company.

"the Secretary" means the secretary of the Company or any other person appointed to perform the duties of the secretary of the Company, including a joint, assistant or deputy secretary.

"United Kingdom" means Great Britain and Northern Ireland.

"Working Group" as defined in 40.

1. Liability of Members

1.1 The liability of each member is limited to £1, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:

- (a) payment of the company's debts and liabilities contracted before he ceases to be a member;
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves.

2. Application of income and property

2.1 The income and property of the Company shall be applied solely towards the promotion of its objects and no portion of the income and property of the Company shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to Members of the Company.

2.2 If on the winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, it shall not be paid or distributed among the Members of the Company, but shall be given or transferred to some other body or bodies having objects similar to the objects of the Company, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Company under or by virtue of this article 2, such body or bodies to be determined by the directors at or before the time of dissolution, and if and so far as effect cannot be given to this provision, then to some other body or bodies the objects of which are the promotion of charity and anything incidental or conducive to it (whether or not the body or bodies in question shall be a Member or Members) to be similarly determined.

3. Directors' powers and responsibilities

Subject to these Articles, the directors are responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.

4. Members' reserve power

4.1 The Members may, by special resolution, direct the directors to take, or refrain from taking, specified action.

4.2 No such special resolution invalidates anything which the directors have done before the passing of the resolution.

5. Directors may delegate

5.1 Subject to the Articles, the directors may delegate any of the powers which are conferred on them under the Articles -

- (a) to the Council, in accordance with the Terms of Reference;
- (b) to such person or committee;
- (c) by such means (including by power of attorney);
- (d) to such an extent;

- (e) in relation to such matters or territories; and
 - (f) on such terms and conditions;
- as they think fit.

5.2 The directors may revoke any delegation in whole or part, or alter its terms and conditions.

6. **Committees**

6.1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors.

6.2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

7. **Directors to take decisions collectively**

7.1 The general rule about decision-making by directors is that any decision of the directors must be either a majority decision at a meeting or a decision taken in accordance with article 7.

7.2 If -

- (a) the company only has one director, and
- (b) no provision of the Articles requires it to have more than one director,

the general rule does not apply, and the director may take decisions without regard to any of the provisions of the Articles relating to directors' decision-making.

8. **Unanimous decisions**

8.1 A decision of the directors is taken in accordance with these Articles when all eligible directors indicate to each other by any means that they share a common view on a matter.

8.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.

8.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.

8.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

9. **Calling a directors' meeting**

9.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the company secretary (if any) to give such notice.

9.2 Notice of any directors' meeting must indicate -

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 9.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 9.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the company not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

10. **Participation in directors' meetings**

- 10.1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when -
- (a) the meeting has been called and takes place in accordance with the articles, and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 10.2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other.
- 10.3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

11. **Quorum for directors' meetings**

- 11.1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 11.2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two.
- 11.3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision—
- (a) to appoint further directors, or
 - (b) to call a general meeting so as to enable the Members to appoint further directors.

12. **Chairing of directors' meetings**

- 12.1 The directors may appoint a director to chair their meetings.
- 12.2 The person so appointed for the time being is known as the chairman.
- 12.3 The directors may terminate the chairman's appointment at any time.
- 12.4 If the chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it.

13. **Casting vote**

- 13.1 If the numbers of votes for and against a proposal are equal, the chairman or other director chairing the meeting has a casting vote.
- 13.2 But this does not apply if, in accordance with the articles, the chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

14. **Conflicts of interest**

- 14.1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the company in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 14.2 But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 14.3 This paragraph applies when -
- (a) the company by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process;
 - (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
 - (c) the director's conflict of interest arises from a permitted cause.
- 14.4 For the purposes of this article, the following are permitted causes -
- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the company or any of its subsidiaries;
 - (b) subscription, or an agreement to subscribe, for securities of the company or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities; and
 - (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the company or any of its subsidiaries which do not provide special benefits for directors or former directors.
- 14.5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting.
- 14.6 Subject to paragraph (7), if a question arises at a meeting of directors or of a committee of directors as to the right of a director 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 whose ruling in relation to any director other than the chairman is to be final and conclusive.
- 14.7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

15. **Records of decisions to be kept**

The directors must ensure that the company keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors.

16. **Directors' discretion to make further rules**

Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.

17. **Methods of appointing directors**

17.1 Any person who is willing to act as a director, and is permitted by law to do so, may be appointed to be a director -

- (a) by ordinary resolution, or
- (b) by a decision of the directors.

17.2 In any case where, as a result of death, the company has no Members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director.

17.3 For the purposes of paragraph 17.2, where 2 or more Members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member.

17.4 In addition to the powers of appointment under article 17(1) of the Model Articles, each Full Member, for so long as they remain a Full Member shall be entitled to nominate one person to act as a Director by notice in writing addressed to the Company from time to time. Each Full Member shall be entitled to remove their nominated Director so appointed at any time by notice in writing to the Company served at its registered office and appoint another person to act in his place.

17.5 An appointment or removal of a Director under Article 17.4 will take effect at and from the time when the notice is received at the registered office of the Company or produced to a meeting of the directors of the Company.

18. **Termination of director's appointment**

A person ceases to be a director as soon as -

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to the company stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have;
- (f) notification is received by the company from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms; or
- (g) notification is received by the company that the full member, to whom the director is the representative of, has ceased to be a full member of the company.

19. **Directors' expenses**

The company may pay any reasonable expenses which the directors properly incur in connection with their attendance at -

- (a) meetings of directors or committees of directors,

- (b) general meetings, or
- (c) separate meetings of the holders of debentures of the company,

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

20. **Membership**

- 20.1 The subscribers to the Memorandum of Association of the Company and such other persons as are admitted to Membership in accordance with the Articles shall be Members of the Company.
- 20.2 There will be two classes of Members: Full Members and Associate Members.
- 20.3 Members shall be individuals, unincorporated associations, or bodies corporate involved in the communications sector who wish to become Members and who support the objectives of the Company as expressed from time to time in the Articles. The number of Members of the Company is unlimited.
- 20.4 Notwithstanding any other provisions in these Articles, only Members providing and reselling next generation communications applications and services over data networks in the United Kingdom may become Full Members.
- 20.5 Full Members shall be entitled to fully participate in all activities of the Company. Associate Members shall also be entitled to fully participate in all activities of the Company, but have no voting rights. The Company may create several categories of Associate Membership with different rights.
- 20.6 All Members, whether Full or Associate, are encouraged to play an active role in the Company and to participate in ITSPA Working Groups.
- 20.7 Each application for Membership of the Company shall be submitted to the Secretary in writing for the Council's approval.
- 20.8 Membership shall not be transferable.

21. **Ending of Membership**

- 21.1 A Member stops being a Member of the Company if:
 - (a) the Member resigns from Membership by giving notice in Writing to the Company; or
 - (b) Membership is ended under Article **Error! Reference source not found.** below; or
 - (c) the Member's subscription (if any) remains unpaid six months after it is due and the Council resolves to end that Member's Membership; or
 - (d) the Member fails to respond in Writing within 60 days of being sent a notice in Writing requesting confirmation that they wish to remain a Member and the Council resolves to end Membership. The notice must contain a warning that Membership may be ended.

22. **Termination and Suspension of Membership**

- 22.1 Council may decide to suspend or expel a Member if the Member:
 - (a) Shall make default in the observance of the Articles or any bye-law or of any resolution of the Council; or

- (b) defaults in the payment of membership fees or any other monies due to the Company; or
- (c) in the opinion of the Council has been guilty of any act or practice or conduct which brings the Company into disrepute; or
- (d) where, in the opinion of the Council, its continued membership of the Company is against the interests of the majority of its Members;
- (e) or ceases to qualify as a Member pursuant to these Articles or the Membership criteria then in force;
- (f) or fails to comply with the ITSPA code of practice

22.2 During suspension the Member may not exercise any rights of Membership.

22.3 Council may, in place of expulsion or suspension, substitute such lesser penalty as it may see fit including (but not limited to) warning or reprimand.

23. **Subscriptions**

23.1 In accordance with its Terms of Reference, the Council may amend the rules relating to the subscriptions which the Members shall be required to pay to the Company as a condition of their membership.

24. **Notice of general meetings**

24.1 A general meeting of the company (other than an adjourned meeting) shall be called by notice of at least 14 clear days (that is, excluding the date on which the notice is given and the date on which that 14 day period expires) but a general meeting may be called by shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote being a majority together holding not less than ninety percent of the total voting rights at that meeting of all the Members.

24.2 Every notice convening a general meeting shall specify:

- (a) the place, the date and the time of the meeting;
- (b) the general nature of the business to be dealt with at the meeting;
- (c) if the meeting is convened to consider a special resolution, the text of the resolution and intention to propose the resolution as a special resolution; and
- (d) with reasonable prominence, that a member is entitled to appoint another person (who does not have to be a member) as his proxy to exercise all or any rights of his to attend, speak and vote at the meeting.

24.3 The notice shall be given to the Members (other than any who under the provisions of these articles or otherwise are not entitled to receive notice from the Company), to the directors and to the auditors and if more than one for the time being, to each of them.

24.4 Subject to the provisions of these articles, notice of a general meeting of the Company may be given:

- (a) in hard copy form;
- (b) in electronic form; or
- (c) by means of a website.

24.5 The accidental failure to give notice of a general meeting or, in cases where it is intended that it be sent out with the notice, an instrument of proxy, or to give notice of a resolution intended to be moved at a general meeting to, or the non-receipt of any of them by, any person or persons entitled to receive the same shall not invalidate the proceedings at that meeting and shall be disregarded for the purpose of determining whether the notice of the meeting, instrument of proxy or resolution were duly given.

25. **Attendance and speaking at general meetings**

25.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.

25.2 A person is able to exercise the right to vote at a general meeting when:

- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
- (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

25.3 The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

25.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.

25.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

26. **Quorum for general meetings**

26.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

26.2 Whenever the Company has only one Member, the Member present (being an individual) in person or by proxy or (being a corporation) by a duly authorised representative or by proxy, shall be a quorum. Whenever the Company has two or more Members, ten persons entitled to vote upon the business to be transacted (each being a Member (being an individual) present in person or by proxy, or (being a corporation) present by a duly authorised representative or by proxy), shall be a quorum.

27. **Chairing general meetings**

27.1 If the directors have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

27.2 If the directors have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

- (a) the directors present; or
- (b) (if no directors are present), the meeting

must appoint a director or Member (which may include any proxy appointed by a Member) to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

27.3 The person chairing a meeting in accordance with this article is referred to as "the chairman of the meeting".

28. Attendance and speaking by directors and non-members

28.1 directors may attend and speak at general meetings, whether or not they are Members.

28.2 The chairman of the meeting may permit other persons who are not Members of the Company to attend and speak at a general meeting.

29. Adjournment

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

29.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

- (a) the meeting consents to an adjournment; or
- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

29.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

29.4 When adjourning a general meeting, the chairman of the meeting must:

- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors; and
- (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

29.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):

- (a) to the same persons to whom notice of the Company's general meetings is required to be given; and
- (b) containing the same information which such notice is required to contain.

29.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

29.7 If a quorum is not present at any such adjourned meeting within half an hour from the time appointed for that meeting (or if, during the meeting, a quorum ceases to be present), the meeting shall be dissolved.

30. Voting: general

30.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with these articles.

30.2 Subject to the provisions of the CA2006, on a vote on a resolution on a show of hands at a meeting, each Member present in person has one vote.

31. Errors and disputes

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

31.2 Any such objection must be referred to the chairman of the meeting whose decision is final and conclusive.

32. Demanding a poll and procedure on a poll

32.1 A poll on a resolution may be demanded:

- (a) in advance of the general meeting where it is to be put to the vote; or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

32.2 A poll may be demanded by:

- (a) the chairman of the meeting;
- (b) the directors;
- (c) two or more persons having the right to vote on the resolution; or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

32.3 A demand for a poll may be withdrawn if:

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal,

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.

32.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

33. Content of proxy notices

33.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:

- (a) states the name and address of the Member appointing the proxy;
- (b) identifies the person appointed to be that Member's proxy and the 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 directors may determine; and
- (d) is delivered to the company in accordance with these articles and any instructions contained in the notice of the general meeting to which they relate.

33.2 The company may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

33.3 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.

33.4 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.

34. **Delivery of proxy notices**

34.1 The appointment of a proxy and the power of attorney or other authority (if any) under which it is signed (or a copy of such authority certified notarially or in some other way approved by the directors) shall be sent or supplied in hard copy form, or (subject to any conditions and limitations which the directors may specify) in electronic form:

- (a) to the registered office of the Company; or
- (b) to such other address (including electronic address) as is specified in the notice convening the meeting or in any instrument of proxy or any invitation to appoint a proxy sent or supplied by the company in relation to the meeting; or
- (c) as the directors shall otherwise direct,

to be received before the time for the holding of the meeting or adjourned meeting to which it relates or, in the case of a poll taken after the date of the meeting or adjourned meeting, before the time appointed for the poll.

34.2 Any instrument of proxy not so sent or supplied or received shall be invalid unless the directors at any time prior to the meeting or the chairman of the meeting at the meeting, in their or his absolute discretion, accept as valid an instrument of proxy where there has not been compliance with the provision of this article and such proxy shall thereupon be valid notwithstanding such default.

34.3 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 Company by or on behalf of that person.

34.4 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.

35. **Revocation of proxy notices**

The validity of:

- (a) a vote given or poll demanded in accordance with the terms of an appointment of a proxy; or
- (b) anything done by a proxy acting as duly appointed chairman of a meeting; or
- (c) any decision determining whether a proxy counts in a quorum at a meeting,

shall not be affected notwithstanding the death or mental disorder of the appointor or the revocation of the appointment of the proxy (or of the authority under which the appointment of the proxy was executed) unless notice in writing of such death, mental disorder or revocation shall have been:

- (d) sent or supplied to the Company or any other person as the Company may require in the notice of the meeting, any instrument of proxy sent out by the Company in relation to the meeting or in any invitation to appoint a proxy issued by the Company in relation to the meeting, in any manner permitted for the sending or supplying of appointments of proxy pursuant to these articles; and
- (e) received at the registered office of the Company (or such other address (including electronic address) as has been designated for the sending or supplying of appointments of proxy), before the time for the holding of the meeting or adjourned meeting to which it relates or, in the case of a poll taken after the date of the meeting or adjourned meeting, before the time appointed for the poll.

36. **Votes of proxies**

- 36.1 Subject to Section 285(2), CA2006, on a vote on a resolution on a show of hands at a meeting, every proxy present who has been duly appointed by one or more members entitled to vote on the resolution has one vote.
- 36.2 The Company shall be under no obligation to ensure or otherwise verify that any votes(s) cast by a proxy are done so in accordance with any such instructions given by the Member by whom such proxy is appointed. In the event that a vote cast by such proxy is not done so in accordance with the instructions of the member by whom such proxy is appointed, such vote shall not be deemed to be invalid.
- 36.3 On a vote on a resolution on a show of hands, where a proxy is appointed by more than one Member (provided that, where some only of those Members by whom the proxy is appointed instruct the proxy to vote in a particular way, those Members all instruct such proxy to vote in the same way on a resolution (either "for" or "against")) such proxy shall be entitled to cast a second vote the other way in relation to any discretionary vote(s) given to him by other Members by whom such proxy is appointed.

37. **Written resolutions of Members**

A written resolution proposed in accordance with the provisions of Chapter 2 of Part 13 of the CA2006 shall lapse if it is not passed before the period of 14 days beginning with the circulation date (as such is construed pursuant to Section 290, CA2006).

38. **Amendments to resolutions**

- 38.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (a) notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 38.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.

38.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

39. Council

39.1 The Council derives its authority from the board of directors of the Company. Directors must be Members of the Council.

39.2 No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Council which would have been valid if that alteration had not been made or that direction had not been given.

39.3 The Council is accountable to the board of directors and must operate in accordance with the Terms of Reference and these Articles.

39.4 The appointment, retirement and disqualification of Members of the Council is governed by the Terms of Reference.

39.5 The Company may from time to time by ordinary resolution increase or decrease the number of Members of the Council. No existing Member of the Council shall be required to retire as a result of such a decrease.

39.6 The Company may by ordinary resolution, of which special notice has been given in accordance with the Act, remove any Member of the Council before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company of such Member.

39.7 The Company may by ordinary resolution appoint another person who is eligible under Article 10.1 in place of a Member of the Council removed from office under the Terms of Reference. Without prejudice to the powers of the Council as documented in the Terms of Reference, the Company at a General Meeting may appoint any person to be a Member of the Council either to fill a casual vacancy or as an additional Member of the Council. The person appointed to fill such vacancy shall be subject to retirement at the same as if he had become a Member of the Council on the day which the Member of the Council in whose place he is appointed was last elected as a member of the Council.

39.8 The Council shall cause minutes to be made in books kept for the purpose

(a) of all appointments of officers made by the Council; and

(b) of all proceedings at meetings of the Company, and of the Council, and of Working Groups, including names of the Members of the Council present at each such meeting.

40. Delegation by the Council to Working Groups

40.1 The Council may delegate certain powers to a Working Group as detailed within the Terms of Reference.

40.2 The proceedings of the Working Group shall be governed by its own terms of reference as adopted and varied from time to time with the approval of the board of directors and the Council.

41. The Seal

The Seal shall only be used by the authority of the directors. Unless otherwise determined by the directors, any instrument to which the Seal is affixed shall be signed by a Member of the Council and by the Secretary or by a second Member of the Council.

42. Income of the Company

- 42.1 The income of the Company shall be applied solely towards the promotion of all or any of the objects of the Company as set forth in the Company's Memorandum of Association as the directors may from time to time think fit.
- 42.2 The directors shall have the power to create a reserve fund or reserve funds to be applicable for any such purposes, and, if the directors shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes.
- 42.3 Pending any such application, any reserve fund may at the discretion of the directors either be employed in the business of the Company or be invested from time to time in such investment as the directors may think fit.
- 42.4 Without prejudice to the generality of Article 5, the directors may delegate their powers under this Article 43 to the Council under the Terms of Reference.

43. Accounts

- 43.1 The directors shall cause proper books of account to be kept:-
- (a) Of the sums of money received and expended by the Company and the matters in respect of which such receipts and expenditure take place.
 - (b) Of all sales and purchases of property and goods by the Company.
 - (c) Of the assets and liabilities of the Company.
- 43.2 Proper books of account shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the Company's affairs and to explain its transactions.
- 43.3 The books of account shall be kept at the Office or, subject to the provisions of the Act, at such other place or places as the directors may determine, and shall be made available for inspection within one working day whenever requested by the directors. The directors may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Company or any of them shall be open to the inspection of the Members, and the Members shall have only such rights of inspection as are given to them by the Act or by such resolution as aforesaid.
- 43.4 At the Annual General Meeting in every year, the directors shall lay before the Company an income and expenditure account for the period since the preceding account, or in the case of the first account since the incorporation of the Company, made up to date not more than six months before such meeting. A balance sheet as at the date to which income and expenditure account is made up, shall be made out and laid before the Company at the Annual General Meeting, every such balance sheet shall be accompanied by proper reports of the directors and Auditors. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid shall, fourteen Clear Days previously to such meeting, be sent to the Auditor and every Member entitled to receive notices of the General Meeting in the manner in which notices are hereinafter directed to be served.

44. Notice

- 44.1 Any notice to be given by or to any person pursuant to these Articles shall be in writing.
- 44.2 The Company may give any notice to a Member either personally or by sending it by post in a prepaid envelope addressed to the Member at his registered address or by leaving it at that address or by sending it by email to his registered email address.

44.3 Any person may give any notice to the Company by sending at its registered address or by leaving at that address or by sending it by email to any ad

44.4

44.5 dress specified for that purpose (and the Company may specify different email addresses for different types of notice) and either notified by the Company to the Members in accordance with 18.2 above or published by the Company on a Web server accessible to the Members.

44.6 A Member present, either in person or by proxy, at any meeting of the Company shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

44.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiration of 48 hours after the envelope containing it was posted.

44.8 Any notice if served by email shall be deemed to have been served at the expiration of 48 hours after the same shall have been sent, and in proving such service it shall be sufficient to prove that the email was properly addressed and that email had previously been sent to the Member's registered email address and not returned as undeliverable.

45. **Dissolution**

Articles relating to the winding up or dissolution of the Company shall have effect and be observed by all directors and Members.

46. **Indemnity**

Subject to the provisions of the Act but without prejudice to any indemnity to which a Member of Council may otherwise be entitled, every Member of the Council or other officer or auditor of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in defending any proceedings, whether in civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of charges, losses, expenses or liabilities incurred by him in the execution and discharge of his duties or in relation thereto provided that this Article shall not apply in relation to costs which a Member of the Council is ordered to pay or of which he is deprived.

47. **Rules & Bye-laws**

47.1 The directors shall have power from time to time to make, alter, and repeal all such rules or bye-Laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company.

47.2 All such Rules or Bye-Laws so long as they shall be in force shall be binding upon all Members of the Company, provided nevertheless that no Bye-Law shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association of the Company and that any rule or bye-Law may be set aside by a special resolution of a general meeting of the Company.

47.3 Without prejudice to the generality of Article 5, the directors may delegate their powers under this Article 48 to the Council under the Terms of Reference.

48. **Headings**

The headings of these Articles are for convenience only and shall not be taken as part of them or in any manner affect the interpretation or construction of the same.