



Important Update: Under a Special Resolution - Proposed Updates to The Marketing Society Limited Articles of Association

Dear Member,

As part of our ongoing work to ensure The Marketing Society remains modern, inclusive, and fit for the future, we are proposing a number of important and positive changes to our Articles of Association.

These changes will be presented as a special resolution at our upcoming Annual General Meeting (AGM), where members will be invited to vote on their adoption.

Why are we making these changes?

The proposed updates are designed to:

- **Modernise how we operate**
- **Strengthen our leadership structure**
- **Clarify key governance processes**
- **Ensure we remain agile, inclusive, and aligned with best practice**
- **Replace outdated language and mechanisms with fairer, smarter guidance**

These revisions reflect how The Marketing Society functions today, and how we aspire to lead tomorrow.

What's changing?

Here are some of the most notable updates:

1. Board Terms and Governance

- **New 4-year terms for Board members, with the option to renew (4+4 model). Previously, terms were 3 years with re-election for a further 3.**
- **No cumulative limit on service, previously limited to six cumulative years., though continuation is subject to contribution and review. The formal review process led by the Chair and CEO at the end of each term to assess;**
 - **(i) Contributions and attendance**
 - **(ii) Strategic alignment with the Society's direction**
 - **(iii) Their ongoing value and diversity of thought to the Board**

Chair and CEO Appointment Process

- **The appointment of a new Chair will be made from a shortlist proposed by the CEO and outgoing Chair, and confirmed by consensus of the Board.**
- **The Chair will appoint the CEO, and that appointment will be confirmed by the President following a three-step process:**
 - (i) Application reviewed by a nominations committee comprising members of the Board, with impartial assistance from an executive search firm**
 - (ii) Creation of a shortlist by the nominations committee**
 - (iii) Selection from the shortlist by the Chair**

2. Board Composition and Leadership Roles

- Board size clarified and updated to 16 members
- Executive representation formalised: CEO, CCO, and CFO now included
- Defined responsibilities for the Company Secretary and Treasurer
- Provision for a Vice Chair, even if not currently filled
- Treasurer will chair meetings in the Chair's absence

3. Governance & Housekeeping Updates

- Updated quorum rules for Board decisions (minimum of 4, including Chair or Treasurer)
- Membership approvals delegated from the Board to the Membership team and in line with current operations (under clear criteria)
- Inclusion of digital voting and confirmation of electronic record-keeping
- Gendered and outdated language removed
- Removal of Article 22 to eliminate ambiguity in rule-making powers
- Fair process and right of appeal added to director removal clause
- Clearer oversight of executive pay by the Remuneration Committee (RemCo)

What happens next?

A special resolution to adopt the revised Articles will be put to members at the AGM on 4 June 10am - 11am BST on Zoom.

This requires at least 75% of AGM attendees votes cast to be in favour in order to pass.

The Articles of Association of The Marketing Society be amended in the form attached to this notice and that the amended Articles be adopted in substitution for and to the exclusion of the existing Articles, last revised in 2017.

Where can I view the proposed Articles?

You can download and review the full version of the proposed Articles of Association here:

<https://www.marketingsociety.com/event/community-global-agm-2025-virtual>

We're confident these changes are a positive step forward and will help ensure our Society remains strong and progressive in the years ahead.

If you have any questions in the meantime, please don't hesitate to get in touch.

A handwritten signature in black ink, reading 'Sophie Devonshire'. The signature is written in a cursive, flowing style. Below the signature is a long, horizontal, slightly wavy line that extends to the right.

Sophie Devonshire, CEO, The Marketing Society