



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

**MEMORANDUM OF ASSOCIATION
-of-
THE MARKETING SOCIETY LIMITED**

Proposed by Special Resolution. To be passed on 4 June 2025.

1. Company name

The name of the company is “THE MARKETING SOCIETY LIMITED”.

2. Registered office

The Registered Office of the company will be situated in England.

3. Objects

The objects for which the Society (hereinafter called “the Society”) is established are:

A. To promote, protect, and further the profession of marketing for the public benefit.

B. To uphold and improve the standards of professional marketing practice by:

- (i) Establishing and championing a vibrant community that connects marketing leaders to unlock the best of each other;**
- (ii) Encouraging continuous professional development and lifelong learning;**
- (iii) Hosting, supporting, and accrediting development programmes, training, and mentoring schemes;**
- (iv) Recognising excellence in individuals, teams, and brands through awards and other accolades;**

- (v) **Facilitating the publication and sharing of research, thought leadership, articles, and industry insights;**
 - (vi) **Hosting inspirational, informative and engaging events, forums and conferences.**
- C. To unite and uplift the profession of marketing by promoting and supporting a professional community that expands perspectives on what marketers can achieve.**
- D. To promote research and innovation by conducting or supporting research in collaboration with other organisations, institutions, or professional bodies.**
- E. To advocate for the profession by representing the interests and views of marketing professionals globally and building relationships with government, industry bodies, and other stakeholders to improve the status, voice and welfare of the profession.**
- F. To retain, employ and remunerate skilled professionals, consultants, and technical experts to support the Society's objectives and operations.**
- G. To uphold professional integrity by developing and enforcing a Code of Conduct for Members.**
- H. To raise, receive and manage funds from membership subscriptions and other sources in support of the Society's mission and activities.**
- I. To collect, analyse and disseminate marketing-related data, trends, and best practices to benefit Members and the broader profession.**
- J. To collaborate and partner with other organisations, associations, institutions, and community bodies that share aligned or complementary objectives.**
- K. To responsibly manage and deploy the Society's financial and other resources in support of its strategic priorities and purpose.**
- L. To borrow, raise and secure funding, loans, grants, or other finance as required for the sustainability, growth and development of the Society.**
- M. To acquire, lease, develop or maintain property, facilities, equipment, or digital infrastructure as required for the operation of the Society.**

- N. To improve, manage, dispose of, or repurpose Society assets or property where consistent with its objectives.**
- O. To act as a representative of the marketing profession in the United Kingdom and internationally and to collaborate with global organisations.**
- P. To register and establish the Society's presence in foreign markets or jurisdictions where appropriate.**
- Q. To promote the Society's mission by publishing content, thought leadership, and other material that supports its public benefit and advocacy goals.**
- R. To arrange appropriate insurance cover, including public liability, professional indemnity, and Directors' and Officers' insurance, to support operational risk management.**
- S. To do all such other lawful things as are, in the opinion of the Board, necessary, desirable or conducive to the attainment of the above objects.**

4. Liability of Members

The liability of the Members is limited.

5. Member guarantee

Every Member of the Society undertakes to contribute to the assets of the Society, in the event of its being wound up while they are a Member, or within one year after they cease to be a Member, such amount as may be required not exceeding £1, for the payment of the Society's debts and liabilities contracted before they ceased to be a Member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves.



**THE COMPANIES ACT 2006
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**ARTICLES OF ASSOCIATION
-of-
THE MARKETING SOCIETY LIMITED**

Proposed by Special Resolution. To be passed on 4 June 2025.

PART 1

INTERPRETATION AND LIMITATION OF LIABILITY

1. Defined terms

In the articles, unless the context requires otherwise—

“Articles” means the Society’s Articles of Association;

“Bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“Chair” has the meaning given in article 10;

“Chair of the meeting” has the meaning given in article 31;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Society;

“Director” means a director of the Society, and includes any person occupying the position of director, by whatever name called;

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

"Executive Director" means a director who is also an employee of the Society and holds an executive management position within it;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"Member" has the meaning given in section 112 of the Companies Act 2006;

"Non-Executive Director" means a director who is not employed by the Society and does not receive remuneration for executive management services;

"ordinary resolution" has the meaning given in section 282 of the Companies Act 2006;

"Participate", in relation to a directors' meeting, has the meaning given in article 16;

"Proxy notice" has the meaning given in article 37;

"Society" means The Marketing Society Limited

"Special resolution" has the meaning given in section 283 of the Companies Act 2006;

"Subsidiary" has the meaning given in section 1159 of the Companies Act 2006; and

"Writing" means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Society.

2. Liability of Members

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Society in the event of its being wound up while they are a Member or within one year after they cease to be a Member, for—

- (a) payment of the Society's debts and liabilities contracted before they cease 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.**

PART 2

DIRECTORS

DIRECTORS' POWERS AND RESPONSIBILITIES

3. Directors' general authority

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

4. Members' reserve power

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

(2) No such special resolution invalidates anything which the directors have done before the passing of the resolution.

5. Directors may delegate

(1) Subject to the articles and a quorate meeting of the Board, the directors may delegate any of the powers which are conferred on them under the articles—

- (a) to such person or committee;**
 - (b) by such means (including by power of attorney);**
 - (c) to such an extent;**
 - (d) in relation to such matters or territories; and**
 - (e) on such terms and conditions;**
- as they think fit.**

(2) If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated.

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

6. Committees

(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.

(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.

THE BOARD OF DIRECTORS

7. Composition of the Board

(1) The Board shall consist of no fewer than six (6) and no more than sixteen (16) Directors.

(2) A majority of the Board shall be Non-Executive Directors with a commitment to diversity in background, experience, and representation.

(3) Executive Directors may be appointed by the Board. Executive Directors shall be employees of the Society. No more than (3) three Executive Directors may serve on the Board at any time.

(4) All Directors, whether Executive or Non-Executive, shall have equal voting rights on matters before the Board unless otherwise provided in these articles.

8. Term Limits

(1) Executive Directors and Non-Executive Directors shall each serve an initial term of 4 years and subject to article 8(2) may be reappointed again for further terms of 4 years, if reelected to do so at the AGM.

(2) Prior to the end of the initial term, or such further four (4) year term, there shall be a formal review of the respective Board Member's role, to be carried out by the Chair and CEO to assess the individual's:

(i) contributions and attendance

(ii) strategic alignment with the Society's direction

(iii) their ongoing value and diversity of thought to the Board

(3) Board appointments and term extensions shall operate on a rolling basis of the fourth anniversary of their respective appointment

(4) Prior to the end of the Chair's initial term, or such further four (4) year term, there shall be a formal review to be carried out by the CEO and President. Where the recommendation of the President and CEO are split, the CEO shall have the casting vote.

(5) All reviews and decisions shall be recorded in writing, to ensure transparency and compliance

9. Appointment and removal of Directors

(1) Non-Executive Directors shall be appointed by the Members at a general meeting, following nomination by the Board or its Nominations Committee.

(2) A call for nominations shall be issued by the Society at least 60 days prior to the Annual General Meeting at which any Non-Executive Director is to be elected.

(3) Any Full Member in good standing may be nominated, provided that:

(a) The nominee is supported in writing by at least two other Full or Fellow Members, and

(b) The nomination is submitted no later than 35 days before the General Meeting.

(4) The Board (or its Nominations Committee) may vet nominations to confirm eligibility, skill diversity, and overall fit with the Society's strategic needs.

(5) If the number of valid nominations does not exceed the number of vacancies, those nominees shall be deemed elected without ballot.

(6) If the number of valid nominations exceeds the number of vacancies, a ballot shall be held by proxy and/or electronic voting, with the results announced at the General Meeting.

(7) Executive Directors shall be appointed by the Board as set out below, or such other process approved by the Board and shall serve for the duration of their employment contract or as otherwise determined by the Board:

(i) in relation to the appointment of the Chief Executive Officer ("CEO"), this appointment will be made by the Chair, and approved by the President;

(ii) in relation to the appointment of the Chief Financial Officer ("CFO"), this appointment will be made by the Chair and CEO;

(iii) in relation to the appointment of any other Executive Director, this appointment will be made by the Chair and CEO;

(8) A Director may be removed from office in accordance with the provisions of the Companies Act 2006 or by a resolution passed by at least three-quarters of the other Directors then in office.

(9) A Director may be investigated by the Board if their conduct, behaviour, or performance is alleged to be detrimental to the interests or reputation of the Society.

(10) The Director concerned shall be notified in writing of the allegation and given an opportunity to respond in writing and/or appear before a panel of the Board.

(11) Following review, the Board may:

- issue a formal warning,**

- suspend the Director from participation in Board activities for a defined period, or
- remove the Director from office.

(12) In all cases, the Director shall be afforded a fair opportunity to be heard and to present evidence in their defence.

10. Chair, Vice Chair, Treasurer and Company Secretary

(1) The Board shall appoint from among the Non-Executive Directors a Chair and may appoint a Vice Chair.

(2) The appointment of a new Chair shall be from a shortlist from the CEO, and the outgoing Chair, and subject to a consensus of the Board

(3) The Chair shall appoint a CEO, which the President shall confirm after the completion of the following process:

- (a) application reviewed by a nomination committee comprising members of the Board, with impartial assistance from an executive search firm**
- (b) a shortlist from the nomination committee;**
- (c) selection from the shortlist by the Chair**

(4) The Board shall appoint from among the Executive Directors a Company Secretary, who shall also serve as the CFO whose key responsibilities shall be as follows:

(i) in relation to Companies House Filings:

- (a) to ensure all statutory filings and updates including, but limited to, confirmation statements, changes to directors are completed accurately and submitted within the statutory timeframes.**

(ii) in relation to governance oversight:

- (a) ensuring compliance with the Memorandum and Articles of Association;**
- (b) supporting and promoting corporate governance best practices;**
- (c) maintaining up-to-date governance documentation (e.g., Board minutes, registers)**
- (d) monitoring any required policy adherence and updates**

(5) The Board shall appoint from among the Non-Executive Directors a Treasurer, whose role shall be distinct from the Company Secretary, and they shall have strategic oversight of the Society, focused on the financial health, integrity, and long-term sustainability of the Society. The Treasurer's Key Responsibilities shall be:

(i) in relation to financial oversight and stewardship:

- (a) to provide independent scrutiny and guidance on the Society's financial affairs, including income, expenditure, reserves, and long-term financial strategy;**
- (b) to ensure robust financial controls and risk management practices are in place and being followed;**
- (c) to act as a financial sounding board to the CEO and CFO, offering support and challenge as needed**

(ii) in relation to financial oversight and stewardship:

- (a) to review and present the annual financial statements to the Board and, where appropriate, to Members;**
- (b) to monitor the Society's financial performance and alert the Board to any material risks or deviations.**

(iii) in relation to their governance role:

- (a) to sit on the Finance and Remuneration Committee, helping ensure effective oversight of budgets, audits, and reserves;**
- (b) ensure transparency and accountability in all financial decision-making processes, aligned with the Society's strategic objectives**

(iii) in relation to liaisons with the CFO:

- (a) to work closely with the CFO to ensure sound day-to-day financial management while maintaining a governance level perspective.**

(6) The Chair shall preside at meetings of the Board and general meetings of the Society. In the absence of the Chair, the Vice Chair (if appointed) or the Treasurer nominated by the Board shall preside.

11. President

(1) The Chair and CEO may appoint a Non-Executive President. This shall be an honorary role without voting rights unless separately appointed as a Director.

(2) The President shall serve a term of up to four (4) years. One of the President's key responsibilities shall be to confirm the appointment of the CEO, and/or Chair.

12. Advisory Council

The Board may convene an Advisory Council comprising individuals invited for their expertise or contribution to the profession. The Advisory Council shall have no decision-making powers but may make recommendations to the Board.

DECISION-MAKING BY DIRECTORS

13. Directors to take decisions collectively

(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 8.

(2) If—

(a) the Society 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.

14. Unanimous decisions

(1) A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.

(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.

(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.

(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.

15. Calling a directors' meeting

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

(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.

(3) Notice of a directors' meeting must be given to each director, but need not be in writing.

(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 Society 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.

16. Participation in directors' meetings

(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.**

(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.

(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.

17. Quorum for directors' meetings

(1) At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

(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 four (4), and unless otherwise fixed it is four (4) and must always include either the Chair or Treasurer.

(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.**

18. Chairing of directors' meetings

(1) The Chair shall be appointed to chair their meetings, unless absent, where article 10(4) shall apply).

(2) The person so appointed for the time being is known as the chair.

(3) The directors may terminate the chair's appointment at any time, which for the avoidance of doubt will only relate to the chair of a specific meeting, and not the Chair.

(4) If the chair 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.

19. Casting vote

(1) If the numbers of votes for and against a proposal are equal, the chair or other director chairing the meeting has a casting vote.

(2) But this does not apply if, in accordance with the articles, the chair or other director is not to be counted as participating in the decision-making process for quorum or voting purposes.

20. Conflicts of interest

(1) If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Society 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.

(2) But if paragraph (3) applies, a director who is interested in an actual or proposed transaction or arrangement with the Society is to be counted as participating in the decision-making process for quorum and voting purposes.

(3) This paragraph applies when—

(a) the Society 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.

(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 Society or any of its subsidiaries;

(b) subscription, or an agreement to subscribe, for securities of the Society 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 Society or any of its subsidiaries which do not provide special benefits for directors or former directors.

(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.

(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 chair whose ruling in relation to any director other than the chair is to be final and conclusive.

(7) If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair, the question is to be decided by a decision of the directors at that meeting, for which purpose the chair is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

21. Records of decisions to be kept

The directors must ensure that the Society 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.

REMOVAL OF DIRECTORS

23. 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 Society 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) a majority vote of the Board, requiring two-thirds majority, with a documented process and a right of appeal;**
- (f) notification is received by the Society from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms;**
- (g) the completion of any fixed term, whether contractual or statutory.**

24. Directors' remuneration

(1) Directors may undertake any services for the Society that the directors decide.

(2) Directors are entitled to such remuneration as the remunerations committee shall determine—

- (a) for their services to the Society as directors, and**
- (b) for any other service which they undertake for the Society.**

(3) Subject to the articles, a director's remuneration may—

- (a) take any form, and**
- (b) include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that director.**

(4) Unless the directors decide otherwise, directors' remuneration accrues from day to day.

(5) Unless the directors decide otherwise, directors are not accountable to the Society for any remuneration which they receive as directors or other officers or employees of the Society's subsidiaries or of any other body corporate in which the Society is interested.

(6) For the avoidance of doubt, Non-Executive Directors, shall not be remunerated under this article.

25. Expenses

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

PART 3

MEMBERS

BECOMING AND CEASING TO BE A MEMBER

26. Applications for membership and terms of membership

- (1) No person shall become a Member of the Society unless—**
 - (a) that person has completed an application for membership in a form approved by the directors, and**
 - (b) the applicant meets the criteria set by the Society.**
- (2) International Members shall be made up of Members based outside of the UK but paying their membership fees either direct to the Society or any one of its international subsidiaries.**
- (3) The Directors may elect Honorary Members of the Society. An Honorary Member shall be a Full Member and their name shall be entered on the database of Members. Honorary Members shall be entitled to all the benefits and privileges of the Society**
- (4) The Directors may from time to time make regulations in the form of a Code of Practice for the Profession and may make the acceptance of such a code a condition of admission to or continuance in any class of membership.**
- (5) The Directors shall from time to time make regulations to determine the form in which an application for admission as a Member shall be made. The admission of such applications shall be by resolution of the Directors or any committee thereof appointed for such purpose.**
- (6) There shall be payable to the Society by every Member such joining fee and such annual subscription as the Board may, from time to time, determine.**

27. Termination of membership

- (1) A Member may be removed from membership of the Society by failing to pay any membership fees within two (2) weeks of them becoming due.**
- (2) Membership is not transferable, unless allowed for in the current membership terms.**
- (3) A person's membership terminates when that person dies or ceases to exist.**
- (4) shall be in default for a maximum of two (2) weeks in the payment of their annual subscription, provided that they may be re-admitted as a Member upon such terms as to payment of arrears or otherwise as it may think fit;**
- (5) becomes bankrupt or compounds with his creditors or becomes of unsound mind; and**
- (6) shall in the judgment of the Society (after such investigations as it may deem fit to be made) appear to have been guilty of any act or conduct calculated to bring discredit on**

the Society, and it resolves that their membership is terminated. The Society may, as an alternative to the termination of their membership, suspend them from the exercise of all or any of their rights and privileges as a Member for such period as it may think fit, provided always that before the termination or suspension of a person's membership pursuant to this sub-paragraph there shall be given to the Member whose practice or conduct is in question not less than one month's notice in writing of the intention of the Society to consider the termination or suspension of their membership and they shall be afforded an opportunity of stating their case either in writing or, at their option, by personal attendance at a meeting.

- (7) A Member shall upon ceasing to be a Member remain liable for, and shall pay to the Society, all subscriptions and other moneys falling due before the expiration of one month from the date on which he ceased to be a Member.

ORGANISATION OF GENERAL MEETINGS

28. Annual General Meetings and Extraordinary General Meetings

- (1) The Society shall hold a general meeting in each calendar year as its Annual General Meeting (AGM), at such time and place (or by electronic means) as may be determined by the Board.
- (2) No more than 15 months shall elapse between the date of one AGM and the next.
- (3) The notice calling the meeting shall specify that it is the Annual General Meeting, or an Extraordinary General Meeting and provide the following information:
 - the date,
 - time,
 - location (or online access details), and general nature of the business to be conducted.
- (4) Auditors and all Members entitled to vote should receive the notice.
- (5) If all eligible Members consent, a shorter notice period may apply.
- (6) Accidental failure to give notice to a Member, or non-receipt of the notice, shall not invalidate any resolutions passed or proceedings conducted at a General Meeting.
- (7) At least 21 full consecutive (calendar) days notice must be given for an Annual General Meeting;
- (8) At least 14 full consecutive (calendar) days notice must be given for any Extraordinary General Meeting;
- (9) The business of the AGM shall include:

- Receiving and approving the Society's annual accounts;
- Receiving a report from the Board on the Society's activities during the previous year;
- Appointing or re-appointing auditors or independent examiners (if required);
- Confirming the appointment or election of Directors and Officers;
- Considering any other business as may be determined by the Board or properly raised by the Members.

29. Attendance and speaking at general meetings

- (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.
- (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.
- (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.
- (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.
- (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.

30. Quorum for general meetings

No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum, which shall require a minimum of four (4) Members of the Board, including either the Chair, or Treasurer.

31. Chairing general meetings

- (1) If the directors have appointed a chair, the chair shall chair general meetings if present and willing to do so.
- (2) If the directors have not appointed a chair, or if the chair 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 to chair the meeting, and the appointment of the chair of the meeting must be the first business of the meeting.
- (3) The person chairing a meeting in accordance with this article is referred to as "the chair of the meeting".

32. Attendance and speaking by directors and non-Members

- (1) Directors may attend and speak at general meetings, whether or not they are Members.**
- (2) The chair of the meeting may permit other persons who are not Members of the company to attend and speak at a general meeting.**

33. Adjournment

- (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 chair of the meeting must adjourn it.**
- (2) The chair 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 chair 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.**
- (3) The chair of the meeting must adjourn a general meeting if directed to do so by majority of the Members at the meeting.**
- (4) When adjourning a general meeting, the chair 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.**
- (5) If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Society 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 Society's general meetings is required to be given, and**
 - (b) containing the same information which such notice is required to contain.**
- (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.**

VOTING AT GENERAL MEETINGS

34. Voting: general

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 the articles.

35. Errors and disputes

- (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.**

(2) Any such objection must be referred to the chair of the meeting whose decision is final.

36. Poll votes

(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.**

(2) A poll may be demanded by—

- (a) the chair 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.**

(3) A demand for a poll may be withdrawn if—

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

(4) Polls must be taken immediately and in such manner as the chair of the meeting directs.

37. Content of proxy notices

(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 Society in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.**

(2) The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.

(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.

(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.**

38. Delivery of proxy notices

(1) 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 Society by or on behalf of that person.

(2) An appointment under a proxy notice may be revoked by delivering to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.

(3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

(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.

39. Amendments to resolutions

(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 Society 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 chair of the meeting may determine), and

(b) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.

(2) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if—

(a) the chair 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.

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

PART 4

ADMINISTRATIVE ARRANGEMENTS

40. Means of communication to be used

(1) Subject to the articles, anything sent or supplied by or to the Society 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 Society.

(2) Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.

(3) A director may agree with the Society that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

41. Right to inspect accounts and other records

Members may inspect the Society's records upon giving reasonable notice, including key governance and financial records, in accordance with the Companies Act 2006.

42. Provision for employees on cessation of business

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Society or any of its subsidiaries (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Society or that subsidiary.

DIRECTORS' INDEMNITY AND INSURANCE

43. Indemnity

(1) Subject to paragraph (2), a relevant director of the Society or an associated company may be indemnified out of the Society's assets against—

- (a) any liability incurred by that director in connection with any negligence, default, breach of duty or breach of trust in relation to the Society or an associated company,
- (b) any liability incurred by that director in connection with the activities of the Society or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006),
- (c) any other liability incurred by that director as an officer of the Society or an associated company.

(2) This article does not authorise any indemnity which would be prohibited or rendered void by

any provision of the Companies Acts or by any other provision of law.

(3) In this article—

- (a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate, and
- (b) a “relevant director” means any director or former director of the Society or an associated company.

44. Insurance

- (1) The directors may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant director in respect of any relevant loss.
- (2) In this article—
 - (a) a “relevant director” means any director or former director of the Society or an associated company,
 - (b) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant director in connection with that director’s duties or powers in relation to the Society, any associated company or any pension fund or employees’ share scheme of the Society or associated company, and
 - (c) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

45. Application of income and property

- (1) The income and property of the Society shall be applied solely towards the promotion of its objects as set out in the memorandum of association and these articles.
- (2) No part of the income or property of the Society shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise by way of profit to its Members.
- (3) Nothing in this article shall prevent the payment in good faith:
 - (a) of reasonable and proper remuneration to any officer, employee, contractor or Member of the Society for any services rendered to the Society;
 - (b) of interest at a reasonable rate on money lent to the Society;
 - (c) of reasonable and proper rent for premises demised or let to the Society;
 - (d) of the distribution, free of charge, of the Society's publications to Members of the profession; provided that such payments are properly authorised and recorded by the Board.

46. Use of funds

The Society shall not use its funds to support any objective or impose any condition or regulation that would render it a trade union within the meaning of relevant legislation.

47. Accounts

- (1) True and fair accounts shall be kept of:
 - (a) the sums of money received and expended by the Society;
 - (b) the matters in respect of which such receipts and expenditure take place;
 - (c) the assets and liabilities of the Society.
- (2) The books of account shall be kept at the registered office of the Society or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Board.

- (3) At each Annual General Meeting, the Board shall present to the Members:**
- (a) a balance sheet;**
 - (b) an income and expenditure account; and**
 - (c) a report of the auditors or independent examiners.**
- (4) A copy of the accounts, balance sheet, Board report and auditor's report shall be circulated to all Members and the auditors not less than 21 clear days before the date of the AGM.**
- (5) The Society's accounts shall be subject to examination each year by one or more qualified auditors or independent examiners in accordance with applicable law.**
- (6) The auditors shall be appointed and regulated in accordance with sections 498 and 503 to 506 of the Companies Act 2006.**
- (7) The appointment of auditors shall be confirmed by the Members at each Annual General Meeting.**

48. Winding Up

- (1) If upon the winding-up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, such property shall not be paid to or distributed among the Members of the Society.**
- (2) Instead, such property shall be given or transferred to such other body or bodies having objects similar to the objects of the Society, as shall be determined by the Board at or before the time of dissolution.**
- (3) If and insofar as effect cannot be given to the above provision, then such property shall be applied to some other charitable purpose, subject to the approval of the Members by Special Resolution.**

49. Conflicts of interest

Directors must comply with the Society's Conflict of Interest Policy as adopted by the Board from time to time.

51. Non-Executive Directors' remuneration

Non-Executive Directors shall not be paid for acting as such, unless otherwise agreed by the Members by Ordinary Resolution. Directors may be reimbursed for reasonable expenses properly incurred.