

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

MEMORANDUM OF ASSOCIATION
-of-
THE MARKETING SOCIETY

Adopted by Special Resolution passed on
1st November 2017

1. The name of the Company is “THE MARKETING SOCIETY LIMITED”.
2. The Registered Office of the Company will be situate in England
3. The objects for which the Company (hereinafter called “the Society”) is established are:
 - (A) To promote, protect and further the profession of Marketing.
 - (B) To assist in the maintenance of a high standard of proficiency in the profession by all or any of the following means:
 - (i) by establishing minimum standards of accomplishment as the necessary qualification for membership of the Society;
 - (ii) by encouraging the ongoing professional development of marketers
 - (iii) by assisting in the planning of and by conducting qualifying and other examinations for persons engaged in the profession and by providing teachers, examiners and inspectors for the purpose of such examinations and prizes for candidates at such examinations and other examinations or competitions;
 - (iv) by providing for the publication of text books pamphlets journals or other memoranda relating to marketing;
 - (v) by procuring and encouraging the insertion of articles books reviews and other contributions relating to marketing in journals and other periodicals,
 - (vi) by providing or organising or assisting in the provision or organisation of schools meetings conventions and conferences concerned with marketing and if necessary by financing such undertakings
 - (C) To conduct or sponsor (either along or in conjunction with any other person or body) investigation enquiries or researches into any matters affecting the profession.

- (D) To represent to Governments, associations and other official and unofficial bodies in all parts of the world the views and interests of those engaged in the profession
- (E) To institute, promote, support or oppose legislative or other measures affecting the profession and to take all such steps as may seem expedient for altering and improving any existing laws, customs or usages affecting the profession
- (F) To represent the profession in its relations with Governments, associations and other official and unofficial bodies in all matters affecting the profession or the welfare of those engaged therein.
- (G) To retain, employ and remunerate, scientific, skilled or technical advisers or workers in connection with any of the objects of the Society
- (H) To make and enforce bye-laws, rules and regulations as to the conduct of the members of the Society.
- (I) To provide and collect funds from the members or others, and to receive voluntary contributions for the purpose of carrying on or furthering the objects of the Society or any of them.
- (J) To collect and circulate information relating to the profession
- (K) To co-operate with any other body or bodies for the purpose of promoting any of the objects of the Society.
- (L) To use the funds of the Society for the purpose of executing or promoting any of the objects of the Society.
- (M) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary or, or any other company associated in any way with, the Society) to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sums of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).
- (N) To borrow and raise money in any manner and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, standard security, lien or other security upon the whole or any part of the Society's property or assets (whether present or future) and also by a similar mortgage, charge, standard security, lien or security to secure and guarantee the performance by the Society of any obligation or liability it may undertake or which may become binding on it
- (O) Subject to the provisions of this Memorandum of Association, to purchase, take on lease, exchange, hire or otherwise acquire any real property, whether

situate in the United Kingdom or abroad, and any personal property, and any rights and privileges necessary or convenient for the purposes of the Society and to construct, alter and maintain any buildings required for the purposes of the Society.

- (P) To sell, improve, manage, develop, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the property of the Society.
- (Q) To establish, undertake, superintend and administer, and to contribute to any charitable or benevolent fund from which may be made donations or advances to deserving persons who may be or may have been engaged in the profession or connected with any person engaged therein, and to contribute to or otherwise assist any charitable or benevolent institutions or undertakings
- (R) To act as representatives in the United Kingdom of any foreign company or association having objects wholly or in part similar to any of the objects of the Society, and not formed for the purposes of profit
- (S) To procure the Society to be registered and recognised in any foreign country or place
- (T) To arrange and pay for the insertion in any newspaper or other publication of any matter calculated in the opinion of the Management Board to further the objects of the Society.
- (U) To invest the funds of the Society not immediately required for the purposes thereof in or upon such stocks, shares, securities or other investments of any kind whatsoever as the Management Board may from time to time determine or, if the Management Board so determines, to place the same on deposit at a joint stock bank, but so that monies subject or representing property shall only be invested in such securities and with such sanction (if any) as may for the time being be prescribed by law.
- (V) To arrange appropriate insurance cover in order to minimise the levels of risk associated with it's operations This will include, but not be limited to, Public, Employers and Office Liability plus Directors and Officers Liability.
- (W) To do all such other lawful things as are in the opinion of the Management Board necessary, proper or advisable for the advancement generally of the interests of the Society or profession, or which are incidental or conducive to the attainment of the above objects or any of them.

Provided that the Society shall not support with its funds any object, or endeavour to impose on or procure to be observed by its members or others, any regulations, restriction or condition which if an object of the Society would make it a Trade Union.

4. The income and property of the Society, when so ever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Memorandum of Association, and no portion thereof shall be paid or transferred directly or

indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to the Members of the Society.

Provided that nothing therein shall prevent the payment, in good faith, of reasonable and proper remuneration to any Executive Member of the Board, officer or servant of the Society, or to any Member of the Society, in return for any service actually rendered to the Society, nor prevent the payment of interest at a rate not exceeding Bank rate for the time being on money lent or reasonable and proper rent for premises demised or let by any Member of the Society or the distribution gratis to any member of the profession of any periodical memorandum or publication of the Society, as long as each remuneration is formally approved and recorded in the minutes in advance by the Management board.

5. The liability of the members is limited.
6. Every Member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up while he is a Member, or within one year after he ceases to be a Member, for payment of the debts and liabilities of the Society contracted before he ceases to be a Member, and of the costs, charges and expenses of the winding-up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.
7. If upon the winding-up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed equally among the Full Members of the Society,
8. True accounts shall be kept of the sum of money received and expended by the Society, and the matters in respect of which such receipts and expenditure take place, and of the property, credits, and liabilities of the Society, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the regulations of the Society for the time being in force shall be open to the inspection of the Members. Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors

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

ARTICLES OF ASSOCIATION

-of-

[MARKETING SOCIETY LIMITED, (THE)]

Adopted by Special Resolution passed
on 1st November 2017

GENERAL

1. In these Articles (as defined below), the words standing in the first column of the following table shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:

<u>WORD</u>	<u>MEANING</u>
Director	A member of the Board
Executive Director	Any Director who is remunerated for their work for the Society on an ongoing basis
General Meeting	A meeting of the Members, including each Annual General Meeting and any Extraordinary General Meeting
in writing	Written, printed, in electronic form or lithographed, or partly one or partly another, and other modes of representing or reproducing words in a visible form
Non-Executive Director	Any Director who is not an Executive Director
Member	Any person who is from time to time a member of the Society
The Act	The Companies Act 2006 or any statutory modification thereof
The Board	The Board for the time being of the Society, comprising the Directors

The Office	The registered office of the Society (as may be varied from time to time)
The Officers	The officers of the Society, as may be elected by the Members from time to time
The Profession	The profession of planning and carrying out marketing
The Seal	The common seal of the Society
The Secretary	The company secretary for the time being of the Society
The Society	The above-named company
The Subscribers	The signatories of the Memorandum of Association registered herewith
The United Kingdom	Great Britain and Northern Ireland
These Articles	These Articles of Association, being the regulations of the Society from time to time in force

Words importing the singular number only shall include the plural number, and vice versa.

Words importing the masculine gender only shall include the feminine gender.

Words importing persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act or any statutory modification thereof in force at the date on which these Articles become binding on the Society shall, if not consistent with the subject or context, bear the same meaning in these Articles.

MEMBERSHIP

2. The provisions of Sections 112 to 121, inclusive and Section 128 of the Act shall be observed by the Society, and every Member shall sign either a written consent to become a Member or the register of Members on becoming a Member.
3. The Subscribers and such other persons as the Board shall admit to membership in accordance with the provisions hereinafter contained shall be Members.
4. Members shall be of two classes: Full Members and International Members. Full Members will have full voting rights as specified in these Articles. International Members will be eligible to vote at their regional organization AGM's and EGM's but will be ineligible to vote in the UK. International Members shall be any member who

has either paid their memberships fees to one of the Societies wholly owned foreign subsidiaries or members who have paid their membership fees to the UK organization but who have notified the Society that they are based outside of the UK.

5. Full Members shall be sub-classified into Fellows, Business Leaders, Executive Members, Associate Members or Graduates or such other names as shall be agreed by the Board. Each of these sub classes of membership shall, if so approved by the Board, be liable to separate annual fees and may receive different forms or levels of membership benefits.
6. The Board may elect Honorary Members of the Society. An Honorary Member shall be a Full Member and his name shall be entered on the register of Members. Honorary Members shall be entitled to all the benefits and privileges of the Society.
7. 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.
8. The Board 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.
9. The Board 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 Board or any committee thereof appointed for such purpose.
10. Any Member shall ipso facto cease to be a Member if he:
 - (a) shall die;
 - (b) shall by not less than one month's notice in writing to the Society resign his membership;
 - (c) shall be in default for a minimum of three months in the payment of his annual subscription and the Board resolves that his membership be determined, provided that the Board may at any time re-elect him as a Member upon such terms as to payment of arrears or otherwise as it may think fit;
 - (d) becomes bankrupt or compounds with his creditors or becomes of unsound mind; and
 - (e) shall in the judgment of the Board (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 the Board resolves that his membership is terminated. The Board may, as an alternative to the termination of his membership, suspend him from the exercise of all or any of his 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 Board to consider the termination or suspension of his membership and he shall be afforded an opportunity of stating his case either in writing or, at his option, by personal attendance at a meeting of the Board.

11. There shall be payable to the Society by every Member such entrance fee and such annual subscription as the Board may, from time to time, determine.
12. The rights and privileges of a Member shall not be transferable or transmissible.
13. 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.

GENERAL MEETINGS

14. The Society shall hold a General Meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the General Meeting as such in the notices calling it, provided that every Annual General Meeting shall be held not more than 15 months after the holding of the last preceding Annual General Meeting.
15. All General Meetings, other than Annual General Meetings, shall be called "**Extraordinary General Meetings**".
16. The Board may, as often as it deems fit, convene an Extraordinary General Meeting, and in addition Extraordinary General Meetings shall be convened on such requisition, or in default may be convened by such requisitionists, as provided by Sections 303 to 306, inclusive, of the Act.
17. At least 21 days' notice of every Annual General Meeting and at least 14 days' notice of every other General Meeting (exclusive in every case, of both the day on which it is served or deemed to be served and the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business, the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the auditors) as are under these Articles or under the Act entitled to receive such notices from the Society. However, with the consent of all Members entitled to receive notices thereof, or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, an Extraordinary General Meeting may be convened by such notice as those Members may think fit.
18. The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof, shall not invalidate any resolution passed, or proceeding had, at any such General Meeting.

PROCEEDINGS AT GENERAL MEETINGS

19. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the auditors, and the appointment of, and the fixing of the remuneration of, the auditors.
20. No business shall be transacted at any General Meeting unless a quorum is present when the meeting proceeds to business, save as herein otherwise provided. Any ten Full Members personally present shall be a quorum.

21. If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the General Meeting, if convened on the requisition of Members, shall be dissolved. In any other case, it shall stand adjourned to a time and place as the Chairman shall appoint, not less than seven days from such adjournment. If at such adjourned General Meeting a quorum is not present within half an hour from the time appointed for holding the General Meeting, the Members present shall be a quorum[, notwithstanding any provisions to the contrary in these Articles]
22. The Chairman (and in his absence, the Vice-Chairman) of the Board shall preside as Chairman at every General Meeting. If the Chairman and Vice-Chairman are absent, or if at any General Meeting neither the Chairman nor the Vice-Chairman is present within 15 minutes after the time appointed for holding the same, or shall be willing to preside, the Members present shall choose a Director, or if no such Director is present, or if all the Directors present decline to take the chair, they shall choose some Full Member who is present to preside.
23. The Chairman may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the General Meeting), adjourn a General Meeting from time to time, and from place to place. No business shall be transacted at any adjourned General Meeting, other than business which might have been transacted at the General Meeting from which the adjournment took place. Whenever a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting shall be given in the same manner as for the initial General Meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned General Meeting.
24. At all General Meetings, a resolution put to the vote of the General Meeting shall be decided on a show of hands by a majority of the Members present in person and entitled to vote upon such resolution, unless a poll is (before or upon the declaration of the result of the show of hands) demanded by the Chairman or by at least three Members present in person or by proxy and entitled to vote as aforesaid, or by a Member or Members present in person or by proxy and representing one-tenth of the total voting rights of all the Members having the right to vote as aforesaid. Unless a poll is so demanded, a declaration by the Chairman of the General Meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Society shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
25. Subject to the provisions of Article 28, if a poll is demanded, it shall be taken at such time and place, and in such manner, as the Chairman of the General Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the General Meeting at which the poll was demanded.
26. No poll shall be demanded on the election of a Chairman of a General Meeting, or on any question of adjournment.
27. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the General Meeting shall be entitled to a second or casting vote.

28. The demand of a poll shall not prevent the continuance of a General Meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

29. Full Members shall receive copies of any notices issued by the Society and may attend all meetings. International Members shall not vote on any resolution concerning the election of Directors or the policy or constitution of the Society. The Chairman of the General Meeting shall decide (and his decision shall be final) whether any resolution concerns the election of Directors or the policy or constitution of the Society. Subject as aforesaid, and as hereinafter provided, every Full Member shall have one vote.
30. No Member, other than a Member duly registered, who shall have paid every subscription and other sum (if any) due and payable to the Society in respect of his membership, shall be entitled to vote on any question, either personally or by proxy, or as a proxy for another member, at any General Meeting.
31. Votes may be given on a poll either personally or by proxy. On a show of hands, a Member present only by proxy shall have no vote. No person shall be appointed by proxy who is not a Member.
32. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.
33. The instrument appointing a proxy and the power of attorney or other instrument (if any) under which it is signed (or a notorially certified or office copy thereof) shall be deposited at the Office not less than 48 hours before the time appointed for holding the General Meeting or to vote, or in the case of a poll not less than 24 hours before the time appointed for the taking of the poll, and in default the proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date of its execution.
34. A vote given in accordance with the terms of an instrument of proxy shall be valid, notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the Office before the commencement of the meeting or adjourned meeting at which the proxy is used.
35. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:

“THE MARKETING SOCIETY LIMITED

“I

“of

“a Member of THE MARKETING SOCIETY LIMITED hereby appoint

of

“and failing him

“of

“to vote for me and on my behalf at
“the (Annual or Extraordinary, or
“Adjourned, as the case may be) General
“Meeting of the Society to be held
“
“on the day of , and
“at every adjournment thereof.
“As witness my hand this day of
“20 ”

REFERENDUM

36. The Board may refer for decision by postal ballot or referendum matters requiring for their determination a Special Resolution or a resolution passed in General Meeting.
37. The Board shall decide in what manner any such ballot or referendum as aforesaid shall be conducted.

BOARD

38. Unless and until otherwise determined by a General Meeting, the number of the Directors shall be not less than six and not more than fourteen. The Directors shall constitute the directors of the Society for the purposes of the Act.
39. The number of non-Executive Directors on the Board shall be at least two greater than the number of Executive Directors on the Board.
40. The Board may from time to time and at any time appoint a Full Member to be a Director to fill a casual vacancy on the death or retirement of a Director. Any Member so appointed shall retain his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
41. Only a person who is a Full Member or Fellow shall be eligible to hold office as a Director.
42. All Directors, will be required to be appointed as Directors according to Section 5167 of the Act and will be required to register as such at Companies House. Any Director who has been appointed by the Board to fill a casual vacancy will not be required to register with Companies House until he has been elected at the following Annual General Meeting.
43. Each member of the Board will have one vote. In the case of equality of votes, whether by show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote..

POWERS OF THE BOARD

44. The business of the Society shall be managed by the Board who may exercise all such powers of the Society, and do on behalf of the Society all such acts as may be exercised and done by the Society, and as are not by statute or by these Articles required to be

exercised or done by the Society in General Meeting, subject nevertheless to any regulations of these Articles, to the provisions of the statutes for the time being in force and affecting the Society, and to such regulations (being not inconsistent with the aforesaid regulations or provisions) as may be prescribed by the Society in General Meeting. However, no regulation made by the Society in General Meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

45. The Directors for the time being may act, notwithstanding any vacancy in their body, provided always that if the Directors shall at any time be or be reduced in number to less than the number prescribed by or in accordance with these Articles, it shall be lawful for them to act as the Board for the purpose of admitting persons to membership of the Society, filling vacancies in their body or summoning a General Meeting, but not for any other purpose. Honorary Members shall be entitled to all the benefits and privileges of the Society.
46. The Directors can suspend a Non-Executive Director by the means of a simple majority vote of the Board. Any such vote should be undertaken by means of a confidential poll, the format of which is to be decided by the Chairman of the meeting. Following any suspension the Director will either have their suspension rescinded, again by a majority vote of the Board, or they should be removed in accordance with Article 60.

SECRETARY

47. The Board shall appoint a Secretary for such time, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by them. The specific duties of the Secretary shall be agreed at a meeting of the Board. The provisions of Sections 271 to 277, inclusive, of the Act shall apply and be observed.

THE SEAL

48. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board, and in the presence of at least two Directors and of the Secretary, and the said Directors and the Secretary shall sign every instrument to which the Seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Society, such signature shall be conclusive evidence of the fact that the Seal has been properly affixed.

DISQUALIFICATION OF DIRECTORS

49. The office of a Director shall be vacated if:
 - (a) a receiving order is made against him or if he makes any arrangement or composition with his creditors;
 - (b) he becomes of unsound mind;
 - (c) he ceases to be a Full Member;
 - (d) by notice in writing to the Secretary he resigns his office;

- (e) he is removed from office by a resolution duly passed pursuant to Sections 168 and 169 of the Act; and/or
- (f) by means of the passing of a resolution at a Board meeting by a majority of 75% of those present.

ELECTION OF NON-EXECUTIVE DIRECTORS

- 50. The Chairman of the Society shall be elected at the Annual General Meeting for a period of up to three years. At the Annual General Meeting, the Members will also confirm the offices of Chairman, Honorary Treasurer and all other non-executive Directors for the ensuing year, unless the holders of such offices shall be liable to retire.
- 51. Any person shall be elected to the Board for a period of three years and, upon expiry of such period of three years, shall be eligible for re-election for a further three year period. No person shall be a Non-Executive Director for longer than six years cumulatively. For the avoidance of doubt, this Article shall take account of any period of office immediately prior to the date of the adoption of these Articles for all Non-Executive Directors, with the exception of the Chairman. If the Chairman who has held office immediately prior to these Articles being approved, seeks to be re-elected, he shall hold office for no more than one further year.
- 52. No person shall be eligible to hold office as Chairman or Honorary Treasurer, unless he is qualified to hold office as a Director under Article 41.
- 53. Any person not being a Director continuing in office without re-election for the ensuing year who is elected Chairman, Vice-Chairman or Honorary Treasurer shall be deemed also to be elected to the Board to fill one of the vacancies caused by the retirement of Directors under the provision of Article 50.
- 54. The Executive Directors will include the Chief Executive Officer and Finance Director of the Society as well as any other senior managers whom the Board approve, subject always to the provisions of Articles 38 and 39.
- 55. The Society shall in each year after the election of a Chairman and Honorary Treasurer for the ensuing year elect such further Directors as may be necessary to fill any vacancies on the Board.
- 56. A retiring Honorary Treasurer or Director shall be eligible for re-election, provided that he shall have given to the Secretary, at least 21 days before the meeting at which he is due to retire, written notice of his intention to offer himself for re-election subject to the provisions of Article 49.
- 57. No other person shall be eligible for election as a Director, unless within the prescribed time before the day appointed for the General Meeting there shall have been given to the Secretary notice in writing, by two Members duly qualified to be present and vote on the resolution for which such notice is given, of their intention to propose such a person for election and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that between the date when the notice is served, or deemed to be served, and the day appointed for the General Meeting there shall be not less than 35 intervening days.

58. The voting for appointment of Directors shall be carried out by the means of a combination of the submission of voting slips for Members unable to attend a General Meeting and a show of hands at the General Meeting. Each Member shall be sent a voting paper, which shall set out the nominations for Officers and each Member shall return the voting paper duly completed showing his votes for the Officers. The voting paper shall be returned to the Secretary so as to arrive at the Secretary's office shown in the Notice of General Meeting not less than 14 clear days before the appointed date for the holding of the General Meeting. All voting papers which do not reach the Secretary at least 14 clear days before the said appointed date shall be null and void and of no effect. Votes shall be indicated by marking an 'X' on the voting paper. The candidate or candidates obtaining most votes from both those received by the Secretary and by the means of a show of hands shall be elected, provided the membership has been duly advised of any vacancy and has had the opportunity to make nominations. A single unopposed candidate for any vacancy may be elected on a show of hands at the Annual General Meeting.
59. The Secretary shall make arrangements for the counting of such valid votes as shall have been received. The Secretary shall announce the Directors and the names of the elected Officers for the ensuing year at the Annual General Meeting.
60. In addition and without prejudice to the provisions of Sections 168 and 169 of the Act, the Society may by resolution passed at an Extraordinary General Meeting remove any Director before the expiration of his period of office, provided that the Director to be removed from the Board shall be entitled to state his case in person to the General Meeting convened for the purpose of considering and if thought fit passing the said resolution passed at an Extraordinary General Meeting, and may by an Ordinary Resolution appoint another Member qualified under Article 41 in his stead. Any person so appointed shall retain his office so long only as the Director in whose place he is appointed would have held the same if he had not been removed.

PROCEEDINGS OF THE BOARD

61. The Board may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, five Directors shall be a quorum and there must be at least as many non-executive Directors present as Executive Directors. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall have a second or casting vote.
62. A Director may (and on request of a Director, the Secretary shall), at any time, summon a meeting of the Board by notice served upon the Directors. A Director who is absent from the United Kingdom shall not be entitled to notice of a meeting.
63. The Chairman shall be entitled to preside at all meetings of the Board at which he is present, and in the absence of the Chairman, and if at any meeting the Chairman is not present within 15 minutes after the time appointed for holding the meeting and willing to preside, the Directors present shall choose one of their number to be Chairman of the meeting. No Executive Director shall be entitled to act as Chairman of the Board or to deputise in his absence.

64. A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles.
65. The Board may delegate any of their powers to committees consisting of such Members or Directors as they think fit, and any committee so formed shall, in the execution of the powers so delegated, conform to any regulations imposed on it by the Board. The meetings and proceedings of any such committee shall be governed by the provisions of these Articles governing the meetings and proceedings of the Board so far as applicable and so far as the same shall not be superseded by any regulations made by the Board as aforesaid.
66. The Chief Executive Officer may appoint persons from the Members to form an advisory council of the Society (the “**Advisory Council**”). The Advisory Council shall act solely as an advisory body, advising and assisting the Board to develop the Society in accordance with its objects.
67. The Board shall form committees made up of suitable Board members to review future nominations to the Board, remuneration of Executive Directors as well as finance and audit. The terms of reference for these committees are to be agreed by the Board.
68. All acts bona fide done by any meeting of the Board or of any committee of the Board, or by any person acting as a Director shall, notwithstanding any subsequent discovery of some defect in the appointment or continuance in office of any such member or person acting as aforesaid, or that they or any of them are disqualified, shall be as valid as if every such person had been duly continued in office and were qualified to be a Director.
69. The Board shall cause proper minutes to be made of all appointments of Officers made by the Board and of the proceedings of all meetings of the Society and of the Board and of committees of the Board, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
70. A resolution in writing signed by all members for the time being of the Board or of any committee of the Board who are duly entitled to receive notice of a meeting of the Board or of such committee shall be as valid and effectual as if it had been passed at a meeting of the Board, or of such committee, duly convened and constituted.

PRESIDENTS AND VICE-PRESIDENTS

71. The Board may each year elect a President of the Society to hold office for a period up to a maximum of two years. A retiring President may be re-elected from time to time provided that no person shall hold office for more than five years consecutively. The Board may from time to time appoint persons to be Vice-Presidents of the Society for their respective lives or for such lesser period as the Board shall think fit. The President shall not be regarded as a member of the Board and shall have no voting rights except in their status as a member of the Society.

ACCOUNTS

72. The Board shall cause proper books of account to be kept in respect of:
- (a) all sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place;
 - (b) all sales and purchases of goods by the Society; and
 - (c) the assets and liabilities of the Society.

Proper books 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 affairs of the Society and to explain its transactions.

73. The books of account shall be kept at the Office, or at such other place or places as the Board shall think fit, and shall always be open to the inspection of the Directors.
74. The Society in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspections by the Members of the accounts and books of the Society, or any of them. Subject to such conditions and regulations, the accounts and books of the Society shall be open to the inspection of Members at all reasonable times during business hours.
75. At the Annual General Meeting, the Board shall lay before the Society a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such Annual General Meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Board and the auditors, and copies of such accounts, balance sheet and reports (all of which shall be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than 21 clear days before the date of the General Meeting be sent to the auditors and to all other persons entitled to receive notices of General Meetings in the manner in which notices are hereinafter directed to be served. The auditors' report shall be laid before the Society in General Meeting as required by Section 437 of the Act (the Society being the company for the purposes of interpreting the Act)

AUDIT

76. Once at least in every year, the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified auditor(s).
77. Auditors shall be appointed and their duties regulated in accordance with Sections 498 and 503 to 506, inclusive, of the Act, the Directors being treated as the directors mentioned in those Sections.

NOTICES

78. A notice may be served by the Society upon any Member, either personally or by prepaid post, or via electronic means, addressed to such Member at his registered address as appearing in the register of Members.

79. Any Member described in the register of Members by an address not within the United Kingdom, who shall from time to time give the Society an address within the United Kingdom at which notices may be served upon him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those Members who are described in the register of Members by an address within the United Kingdom shall be entitled to receive notices from the Society.
80. Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post as a prepaid letter.

DISSOLUTION

81. Clause 6 of the Memorandum of Association of the Society relating to the winding up and dissolution of the Society shall have effect as if the provisions thereof were repeated in these Articles.