



# Articles of Association





OVERSEAS PRESS AND MEDIA ASSOCIATION

THE COMPANIES ACT 1948 TO 1985

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COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A CAPITAL DIVIDED INTO SHARES

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ARTICLES OF ASSOCIATION  
OF  
OVERSEAS PRESS AND MEDIA ASSOCIATION



## Table C

1. The Regulations contained in Table C to the Companies (Tables A to F Regulations) 1985 (as amended) and the Regulations in any Table 'C' applicable to the Company under any former enactment relating to companies shall not apply to the Company.

## Definitions

2. In these Articles except where the context otherwise requires the following expressions shall have the following meanings, namely:

(2.1) 'The Act' shall mean the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force.

(2.2) 'Client' shall mean a party on whose behalf an advertisement is prepared and/or published, displayed or conveyed by oral, visual, printed, mechanical or any other means to the person or persons to whom such advertisement is addressed or directed.

(2.3) 'these Articles' shall mean the Articles of Association of the Overseas Press and Media Association.

(2.4) 'the Association' shall mean the Overseas Press and Media Association.

(2.5) 'the Full Member' shall mean any person, firm, company or partnership or any similar entity in foreign countries however so called

(2.6) 'clear days' in relation to the period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect.

(2.7) 'the Council' shall mean the directors of the Overseas Press and Media Association.

(2.8) 'member of the Council' shall mean a director of the Overseas Press and Media Association.

(2.9) 'the Memorandum' shall mean the Memorandum of the Overseas Press and Media Association.

(2.10) 'the office' shall mean the registered office of the Overseas Press and Media Association.

(2.11) 'overseas' shall mean any country, state or territory other than the United Kingdom.

(2.12) 'his' shall mean his or her.

(2.13) 'he' shall mean he or she.

(2.14) 'the seal' shall mean the common seal of the Overseas Print and Media Association.

Unless the context otherwise requires, words or expressions contained in these regulations bear the same meaning as in the Act but excluding any statutory modification thereof not in force when these regulations became binding on the Association.

## Full Members of the Association

3. No Full member shall be admitted as a member of the Association unless approved by the Council.

(3.1) For the purposes of the Companies Act, the only members of the Association shall be Full members all of whom shall be subject to the undertaking contained in Clause 6 of the Memorandum.\*

(3.2) Full members who are Companies, Firms or Partnerships may nominate by Notice in writing representatives from their staff on a named basis.

(3.3) Full members shall abide by the Code of Conduct of the Association issued by the Association from time to time.

(3.4) No Full member shall be eligible for membership unless they comply with the qualifications listed in (3.5) below.

(3.5) The Full member is the exclusive overseas advertising representative or office of the following:

(3.5.1) Any newspaper or periodical or other publication published overseas.

(3.5.2) Any commercial radio, electronic media or cinema operating overseas.

(3.5.3) Any newspaper or other publication published in the United Kingdom with circulation overseas.

(3.5.4) Any other form of advertising media other than referred to (3.5.1), (3.5.2) and (3.5.3) above as may be approved by the Council from time to time.

(3.6) No Full member located outside of the United Kingdom shall be eligible for membership unless it has a contract granting exclusive territorial rights covering as a minimum the United Kingdom, to sell advertising on behalf of a media owner with at least some distribution outside of the UK and it complies with the qualifications listed in point 3.5

(3.7) No full Member shall be eligible for membership whilst acting at the same time in the capacity of an advertising agency or media-buying consultancy.

## Honorary Members and Affiliated Members

4. The Council may elect Honorary Members who shall be individuals who in the opinion of the Council have rendered outstanding service to the Association. The Council may approve on application an Advertising Agency, a Client, or such other organisation from time to time as an Affiliate Member.

(4.1) Honorary Members and Affiliate Members so elected shall be ineligible for appointment to the Council or any committee or sub-committee thereof and shall have no right to vote at any meeting of the Association.

(4.2) Honorary Members and Affiliate members undertake to abide by the Rules of the Association from time to time.



## Subscriptions

5. The Council shall have full authority to determine the level of subscriptions and entrance fees payable by all membership categories from time to time.

(5.1) No part of any annual membership subscription or entrance fee shall be returnable to any Full or Affiliate Member upon their ceasing to be such whatever the cause of such cessation.

## Rights of Full Membership

6. Every Full Member shall be entitled on admission as a member of the Association to receive a Certificate of Membership and will be licensed to use the logo of the Association in all forms of communication and promotion of the Full Member company. Every such certificate and logo shall be in such form as the Council may from time to time determine. Every Certificate shall be the property of the Association and in the event of cessation of membership shall be returned to the Association. The license for the use of the logo shall be revoked in the event of cessation of membership.

## Cessation of Membership

7. Full membership, or any of the rights or privileges attached thereto, shall not be transferred to any other persons, firm, company or partnership or any similar entity in foreign countries however so called without the consent of the Council. The Council shall be entitled in their discretion to re-admit a Full Member who has for any reason ceased to be a Full Member of the Association either unconditionally or on such conditions as the Council may deem expedient.

(7.1) Full membership of the Association shall cease as follows:

(7.1.1) When a bankruptcy, winding-up or receiving order is made against the member or a member enters into a voluntary arrangement, dissolution or arrangement with creditors.

(7.1.2) When the Full Member becomes subject directly or indirectly to the control of an advertising agency or Client.

(7.1.3) When it shall cease to be actively engaged in the work of media representation.

(7.1.4) When its annual subscription has been in arrear for three months, notice in writing of that fact is given to it with an intimation that the case will be brought before the next meeting of the Council, and at such meeting the Council shall not think fit to permit it to retain its membership.

(7.1.5) When it resigns by giving one month's notice in writing to the Association and at the time of giving such notice pays all subscriptions (if any) due. A notice of resignation received within one month of the first of January in any year shall not relieve such member from payment of the annual subscription payable on that date.

(7.1.6) The Council decide that the Full Member has been guilty of unprofessional or discreditable conduct or of conduct prejudicial to the interests of the Association. The Full Member will have the right to present his case to Council before a decision is reached.

## The Council

8. The Association shall be governed by the Directors. Full Members who are firms, companies or partnerships or any similar entity in foreign countries, however so called may designate only one employee from its staff to be a Director of the Association. The Directors shall until otherwise resolved by the Association in General Meeting consist of a minimum of six and a maximum of eight Directors in accordance with the provisions of Articles 9.10 and 11 hereof.

## Officers/Directors

9. The Council shall elect from amongst its Directors at its Annual General Meeting each year the following Officers:

9.(i) President, provided that no candidate shall be nominated for the office of President if he has not been a member of the Council for a minimum of two years immediately prior to such Annual General Meeting.

9.(ii) Vice President.

9.(iii) Honorary Secretary.

9.(iv) Such other Honorary Officers and officials as the Council may from time to time decide.

(9.1) The President or in his absence the Vice President shall act as Chairman of all meetings of the Council. If no such officer is present the Directors may nominate a Director to preside as Chairman of the meeting.

(9.2) Each Officer shall be elected for a period of one year and shall be eligible for re-election.

(9.3) At each Annual General Meeting of the Association one-third of the Directors who are not Officers of the Association shall retire and be eligible for re-election. If their number is not three or a multiple of three the number nearest to one-third shall retire from office. These Directors shall be those who have been longest in office since their last election or appointment or re-appointment, but as between Directors who have been in office for an equal length of time retirement shall be in accordance with the alphabetical order of their surnames.



(9.4) Any Director who, at the date of his retirement from office by rotation, shall not have attended at least one-third of all full Council meetings held during his tenure of office without the prior approval of the Council, shall not be eligible for re-election to the Council until the Annual General Meeting next following that at which he retires.

(9.5) No person other than a Director retiring by rotation shall be appointed or re-appointed a Director at any general meeting unless:

(9.5.1) he is recommended by the Council; or

(9.5.2) not less than fourteen nor more than thirty-five clear days before the date appointed for the meeting, notice executed by a Full Member qualified to vote at the meeting has been given to the Association of the intention to propose that Director for appointment or re-appointment stating the particulars which would, if he were so appointed or re-appointed, be required to be included in the Association's Register of Members of the Council together with notice executed by that person of his willingness to be appointed or re-appointed.

(9.6) Not less than seven nor more than twenty-eight clear days before the date appointed for holding a General Meeting notice shall be given to all who are entitled to receive notice of the meeting of any Full member (other than a Director retiring by rotation at the meeting) who is recommended by the Directors of the Council for appointment or re-appointment as a Director at the meeting or in respect of whom notice has been duly given to the Association of the intention to propose him at the meeting for appointment or re-appointment as a Director of the Council. The notice shall give the particulars of that person which would, if he were so appointed or re-appointed, be required to be included in the Association's Register of Members of the Council.

(9.7) Subject as aforesaid, the Association may by ordinary resolution appoint a person who is willing to act to be a member of the Council and may also determine the rotation in which any additional members of the Council are to retire.

(9.7.1) Each director shall have the power, only with the approval of the other directors, to appoint any other person to act as alternate director in his place, at any meeting of the directors at which he is unable to be present, and at his discretion to remove such alternate director, and on such appointment being made, the alternate director shall (except as regards the power to appoint an alternate) be subject in all respects to the terms and conditions existing with reference to the other directors of the Association, and each alternate director, while acting in the place of an absent director, shall exercise and discharge all the duties of the director he represents.

(9.7.2) Any person who is appointed an alternate director of the Association shall be entitled to vote at a meeting of the directors only on behalf of the director so appointing him.

(9.7.3) An alternate director is not in his own capacity a director of the Association.

(9.7.4) Each director and his alternate shall not be considered as two directors for the purposes of making a quorum nor have two votes at any meeting of directors.

(9.7.5) Any person appointed as an alternate director shall vacate his office as such alternate director if and when the director by whom he has been appointed vacates his office as director or removes him by written notice to the Association.

(9.8) Subject as aforesaid, a Director who retires at an Annual General Meeting may, if willing to act, be re-appointed. If he is not re-appointed, he shall retain office until the meeting appoints someone in his place, or if it does not do so, until the end of the meeting.

(9.9) A Director of the Council may resign by sending in his resignation in writing to the Council.

(9.10) The office of a Director shall also be vacated if:

(9.10.1) The organisation that he represents ceases to be a full member of the Association.

(9.10.2) he ceases to be a Director by virtue of any provision of the Act or he becomes prohibited by law from being a Director of the Council; or

(9.10.3) he becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(9.10.4) he is or may be suffering from mental disorder and either:

(9.10.4.1) he is admitted to hospital in pursuance of an application for admission to treatment under the Mental Health Acts or, in Scotland, an application for admission under the Mental Health (Scotland) Acts.

or

(9.10.4.2) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to his property or affairs; or

(9.10.4.3) he shall for more than six consecutive months have been absent without permission of the Council from meetings of the Council held during that period and the Council resolve that his office be vacated.

(9.11) The Officers or Directors shall be entitled to such remuneration as the Association by ordinary resolution determine and, unless the resolution provides otherwise, the remuneration shall be deemed to accrue from day to day.



(9.12) The Officers or Directors may be paid all travelling, hotel and other expenses properly incurred by them in connection with business of the Association as shall be approved by Council from time to time.

## **Powers and Duties of the Council**

10. The business and affairs of the Association shall be managed by the Council, who may exercise all such powers, authorities and discretions of the Association as are not by the Act, the Memorandum or these Articles required to be exercised by the Association in General Meeting subject, nevertheless, to any regulations of the Memorandum, these Articles and the provisions of the Act and any direction given by special resolution. The general powers given by this Article shall not be limited or restricted by any special authority or power given to the Council by any other Article.

(10.1) Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by special resolution, the business of the Association shall be managed by the Directors who may exercise all the powers of the Association. No alteration of the Memorandum or Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this regulation shall not be limited by any special power given to the Directors by the Articles and a meeting of Directors at which a quorum is present may exercise all powers exercisable by the Directors.

(10.2) The Council may exercise all of the powers of the Association to borrow money or to issue debentures or other securities, or to mortgage or charge any of the property or assets of the Association.

(10.3) The Council may authorise the repayment by the Association to members of the Council and of any committee of all or any out-of-pocket expenses incurred by them in the performance of their duties or in connection with the affairs of the Association and in the event such members of the Council shall be repaid such out-of-pocket expenses accordingly.

(10.4) The Council shall have power to assist in the enrolment of members. To receive and consider complaints and generally to afford assistance, to admit members in any category and take any executive action in the name or on behalf of the Association.

(10.5) The Council shall have power to determine upon and decide any question with regard to professional conduct as determined by the Code of Conduct of the Association from time to time.

(10.6) The Council shall have power to publish or cause to be published from time to time at the expense of the Association or otherwise an Overseas Media Guide which lists details of all Full Members of the Association and the media they represent. In addition the Council shall have

the power to publish or cause to be published from time to time at the expense of the Association or otherwise such publications, guides, promotional material as they deem fit. (10.7) All the moneys payable to the Association shall be paid by the Council or by their direction into the account of the Association at its bankers and all moneys payable by the Association shall be paid in such manner as the Council may from time to time prescribe.

Cheques drawn upon the bankers of the Association shall be signed in such manner as the Council may from time to time prescribe.

(10.8) The Council may employ any part of the funds of the Association in the provision of prizes, medals, scholarships or exhibitions in order to further the objects of the Association.

(10.9) The Council may make, alter and repeal such bye-laws, codes of conduct, rules and regulations as they may think desirable for the purpose of effecting the general objects of the Association including such bye-laws, codes of conduct, rules and regulations relating to professional conduct to be observed by Full Members of the Association in conducting their business as overseas advertising representatives, as they may consider necessary for attaining the objects of the Association, of elevating the status of overseas advertising representatives and securing or ensuring the trustworthiness, proper conduct and efficiency of all such overseas advertising representatives who are Full Members of the Association provided that no bye-laws, codes of conduct, rules and regulations so made, and no alteration or repeal thereof, shall be operative or have effect until the same shall have been approved and adopted by a meeting of the Council specially convened for the purpose by a resolution passed by members of the Council for the time being, and provided also that no such bye-laws, codes of conduct, rules or regulations shall be repugnant to or inconsistent with the Memorandum or these articles.

(10.10) The Council may make, alter and repeal such bye-laws, codes of conduct, rules and regulations as they may think desirable to be observed by Honorary Members and Affiliate Members of the Association.

## **Authority of Directors**

11. All acts done by meeting of Directors, or Council or by a person acting as a Director shall, notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Director or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person has been duly appointed and was qualified and had continued to be a Director and had been entitled to vote.

(11.1) Save as otherwise provided by the Articles a Director shall not vote at a meeting of Directors or Council on any resolution concerning a matter in which he has directly or indirectly an interest or duty which is material or which



conflicts or may conflict with the interests of the Association unless his interest or duty arises only because the case falls within one or more of the following paragraphs:

(11.1.1) The resolution relates to the giving to him of a guarantee, security, or indemnity in respect of money lent to, or an obligation incurred by him for the benefit of the Association or any of its subsidiaries;

(11.1.2) The resolution relates to the giving to a third party of a guarantee, security, or indemnity in respect of an obligation of the Association or any of its subsidiaries for which the Director has assumed responsibility in whole or part and whether alone or jointly with others under a guarantee or indemnity or by the giving of security;

(11.1.3) His interest arises by virtue of his subscribing or agreeing to subscribe for any shares, debentures or other securities of the Association or any of its subsidiaries, or by virtue of his being, or intending to become, a participant in the underwriting or sub-underwriting of an offer of any such shares, debentures, or other securities by the company or any of its subsidiaries for subscription, purchase or exchange;

(11.1.4) The resolution relates in any way to a retirement benefits scheme which has been approved, or is conditional upon approval, by the Board of Inland Revenue for taxation purposes.

(11.2) For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Association) connected with a Director shall be treated as an interest of the Director.

(11.3) A Director shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.

(11.4) The Association may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of the Articles prohibiting a Director from voting at a meeting of Directors or Council.

(11.5) Where proposals are under consideration concerning the appointment of two or more Directors to offices or employments with the Association or any body corporate in which the Association is interested the proposals may be divided and considered in relation to each Director separately and (provided he is not for another reason precluded from voting) each of the Directors concerned shall be entitled to vote and be counted in the quorum in respect of each resolution except that concerning his own appointment.

(11.6) If a question arises at a meeting of Directors or of Council as to the right of a Director to vote the question may, before the conclusion of the meeting, be referred to the Chairman of the meeting and his ruling in relation to any Director other than himself shall be final and conclusive.

## Secretary

12. Subject to the provisions of the Act the Secretary shall be appointed by the Directors for such term, at such remuneration and upon such conditions as they think fit; and any Secretary so appointed may be removed by them.

## Proceedings of the Council

13. The Council shall meet at least four times in every year. Subject to this provision the Council may meet for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. Subject to any express provision to the contrary contained in these Articles, questions arising at any meeting shall be determined by a majority of votes.

(13.1) Proxy votes from Council Members unable to attend Council Meetings must be lodged with the Chairman or a member of the Council who will be in attendance not less than forty-eight hours prior to commencement of any such Council meeting. Proxies must be submitted in the proper manner on forms supplied by the Association.

(13.2) In case of an equality of votes the Chairman shall have a second or casting vote.

(13.3) The President of the Council or any two members of the Council, shall, at any time summon a meeting of the Council. It shall not be necessary to give notice of a meeting of the Council to any member thereof for the time being absent from the United Kingdom. Seven days' notice shall, except in cases of emergency, be given of meetings of the Council. The quorum necessary for the transaction of the business of the Council may be fixed by the Council at any number of members, not being less than one-half of the Council, and until so fixed shall be three.

(13.4) Any vacancy in the office of President or Honorary Secretary, or either of them, arising before the period of office has expired may be filled by the Council, and any person so appointed to fill a vacancy shall hold office for the remainder of the period during which his predecessor would have held office if such vacancy had not occurred. The Council may from time to time and at any time appoint any named representative of an organisation which is a Full Member of the Association as a member of the Council, provided that the prescribed maximum be not thereby exceeded. Any member of the Council so appointed shall retain his office only until the next Annual General Meeting and shall not be taken into account in determining the Directors who are to retire by rotation at the meeting but he shall then be eligible for re-election.

(13.5) Any Director who shall have held the office of President of the Association and who maintains his qualifications or whose organisation of which he is a representative maintains its qualifications as a Full Member shall, upon ceasing to hold the office of President of the



Association, continue as a member of the Council for one year thereafter so long as qualification is maintained.

(13.6) A meeting of the Council for the time being, at which a quorum is present, shall be competent to exercise all powers and discretions for the time being exercisable by the Council, except where otherwise expressly provided by these Articles.

(13.7) The Council may approve the establishment of committees for specific purposes which may by resolution of the Council include members of organisations having the interests to the Association in so far as concerns the specific purposes for which the committee in question is formed, provided that not less than two-thirds of the members of any committee shall be Directors of the Association and that no resolution of any committee or sub-committee shall be valid unless approved by a full meeting of the Council.

(13.8) Subject to any regulations made by the Council as to the appointment of a Chairman, a committee and a sub-committee may elect a Chairman of its meetings. Unless and until otherwise provided by the Council, the President of the Association for the time being shall be an ex-officio member of all committees appointed by the Council. A committee and a sub-committee may meet and adjourn as it thinks fit, and act notwithstanding vacancies in its body (provided only that the number is not reduced below any minimum authorised number), and determine the quorum necessary for the transaction of business. Questions arising at any meeting shall be determined by a majority of votes of the members of the committee or sub-committee present, and in case of an equality of votes the Chairman shall have a second or casting vote.

In the absence of the elected Chairman of any committee or the President of the Association the members of the committee or sub-committee shall nominate one of its Director members to preside as Chairman of the meeting.

(13.9) Subject to the provisions of the Act, and provided that a Council Member has disclosed to the Council the nature and extent of any material interest of his, a member of the Council notwithstanding his office.

(13.9.1) may be a party to, or otherwise interested in, any transaction or arrangement with the Association or in which the Association is otherwise interested;

(13.9.2) may be a director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested; and

(13.9.3) shall not, by reason of his office, be accountable to the Association for any benefit which he derives from any such office or employment or from any interest in any such company or partnership and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

(13.10) For the purposes of Article 13.9:

(13.10.1) a general notice given to the Council that a member of the Council is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the member of the Council has an interest in any such transaction of the nature and extent so specified; and

(13.10.2) an interest of which a member of the Council has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

(13.11) A resolution in writing signed by all the members of the Council entitled to receive notice of a meeting of the Council or of a committee or sub-committee of the Council shall be as valid and effectual as if it had been passed at a meeting of the Council or (as the case may be) a committee or sub-committee of the Council duly convened and held and may consist of several documents in the like form each signed by one or more directors.

(13.12) Minutes shall be made:

(13.12.1) of all appointments of officers made by the Council or any committee or sub-committee;

(13.12.2) of the names of the Council members present at each meeting of the Council and of any committee or subcommittee;

(13.12.3) of all resolutions and proceedings at all meetings of the Association and Council, and, so far as the Council may from time to time require, of any committee or sub-committee.

## **General Meeting of the Association**

14. The Annual General Meeting of the Association shall be held in each year, at such time and place as the Council may appoint and shall be specified as such in the notices calling it and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Association and the next. All other General Meetings shall be called Extraordinary General Meetings.

(14.1) At each annual General Meeting the Council shall submit for consideration their report on the affairs of the Association and the past year's transactions, together with the accounts made up to the previous 31st day of December. The above business and the election by the Full Members or their representatives of the Association to the Council, and the fixing of remuneration of and the appointment of the Auditors shall be the ordinary business of an Annual General Meeting. No other business shall be transacted at the Annual General Meeting unless it shall have been specifically referred to in the notice convening the meeting.





(14.2) The Council may whenever they think fit convene an Extraordinary General Meeting and the Council shall upon a requisition signed by the President and four members of the Council or by Full Members of the Association representing not less than one-tenth of the total voting rights of all such members convene an Extraordinary General Meeting to be held within twenty-eight days of the receipt of the requisition. Every such requisition and every notice convening an Extraordinary General Meeting shall specify the general nature of the business to be dealt with at such meeting and no business shall be transacted at such meeting other than that which is referred to in the notice convening the meeting. The provisions of this Article shall have effect in addition and without prejudice to the provisions of the Act.

(14.3) Subject to the provisions of the Act, not less than twenty-one clear days' notice in writing of every Annual General Meeting and of every meeting convened for the passing of a Special Resolution or a resolution appointing a person as a director and not less than fourteen clear days' notice in writing of every other General Meeting shall be given to the Auditors and to all the Directors and to all the Full Members of the Association. All the Full Members of the Association or if an organisation, their appointed representative, shall be entitled to attend the Annual General Meeting but no member of the Association other than a Full Member shall be entitled to vote thereat. In the case of Full Members being companies, firms or partnerships the representative of their organisation shall, in accordance with paragraph 14.15 below, be entitled to vote. Companies firms or partnerships shall have one vote only. It shall not be necessary save in the case of a Special or Extraordinary Resolution to give the text of any resolution intended to be proposed, but the notice shall contain a statement of the general nature of the business to be dealt with.

(14.4) The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any member entitled to receive notice shall not invalidate the proceedings at that meeting.

(14.5) No business shall be transacted at any meeting unless a quorum is present. The quorum for a General Meeting shall be six Full Members present in person. If at any meeting a quorum be not present within half an hour from the time appointed for holding the meeting or if during the meeting such a quorum ceases to be present if convened upon a requisition, shall be dissolved. In any other case, it shall stand adjourned to the same day in the next week at the same time and place, or to such other date, time and place as the Council may appoint, and at such adjourned meeting the members present or represented shall form a quorum. The President of the Association or failing the President the Vice President, or failing the Vice President, some other member of the Council to be elected at the meeting or failing any member of the Council, some Full Member or representative of it elected at the meeting shall take the chair.

(14.6) The Chairman of any meeting at which there is quorum may with the consent of the meeting and shall if so directed by the meeting adjourn the meeting from time to time and from place to place.

(14.7) A Director shall be entitled to attend and speak at any general meeting and at any separate meeting of the Members.

(14.8) The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

(14.9) Subject and without prejudice to the provisions of the Act but with regard to the right to demand a poll, every question submitted at a meeting shall be decided by a show of hands, and in the case of an equality of votes the Chairman shall have a second or casting vote whether on a show of hands or on a poll.

(14.10) Unless a poll be duly demanded a declaration by the Chairman of the meeting that a resolution has on a show of hands been carried or lost or carried or not carried by a particular majority and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn.

(14.11) Except as hereinafter provided, if a poll is duly demanded it shall be taken in such manner as the Chairman of the meeting directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

(14.12) No poll shall be demanded on the election of a Chairman or on a question of adjournment. A poll demanded on any other question shall be taken at such times as the Chairman of the meeting directs, and any business other than that on which a poll has been demanded may be proceeded with pending the taking of the poll.

(14.13) No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.



(14.14) A resolution in writing executed by each member who would have been entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be as effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more members.

(14.15) On every question submitted at any meeting every Full Member of the Association present and entitled to vote shall have one vote only. In the case of Full Members who are firms, companies or partnerships or any similar entity in foreign countries however so called the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders in that firm, company or partnership; and seniority shall be determined by the order in which the names of the holders stand in the register of members. Honorary Members and Affiliate Members shall not be entitled to vote at any Meeting of the Association.

(14.16) No objection shall be raised to the qualification of any voter except at the Meeting or adjourned Meeting at which the vote objected to is tendered and every vote not disallowed at the Meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

(14.17) Proxy votes from Full Members unable to attend General Meetings must be lodged with the Chairman or a member of Council not less than forty-eight hours prior to commencement of any such General Meeting. Proxies must be submitted on forms supplied by the Association and issued to Full members together with the notice convening the meeting. In the event of an equality vote the Chairman shall have a second or casting vote.

## **The Seal**

15. The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council and shall be so affixed in the presence of at least one member of the Council and the President or such other officer as the Council may appoint for the purpose, and that member of the Council and the President or other officer aforesaid shall sign every instrument to which the seal is so affixed in their presence.

## **Accounts**

16. The Council shall in accordance with the requirements of the Act cause true accounts to be kept:

(16.1) of all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place; and

(16.2) of all sales and purchases of goods by the Association; and

(16.3) of the property, credits and liabilities of the Association.

(16.4) The books of account shall be kept at the office, or (subject to the provisions of the Act) at such other place as the Council think fit and shall always be open to the inspection of the members of the Council. No member of the Association (other than a member of the Council) shall have any right of inspecting any account or book or document of the Association except as conferred by the Act or authorised by the Council or the Association in General Meeting and excepting also that any member shall be entitled, on demanding the same and signing his name in a book to be kept for that purpose, to inspection, between the hours of 10 in the forenoon and 12 noon on any weekday except Saturday, of the accounts of the Association mentioned in Clause 8 of the Memorandum.

(16.5) At the Annual General Meeting of the Association in every year the Council shall lay before the Association an income and expenditure account made up to the preceding 31st day of December and a balance sheet made up at the same date and framed in accordance with the requirements of the Act.

(16.6) Every such balance sheet as aforesaid shall be signed on behalf of the Council by two members thereof and by the Honorary Treasurer and shall be accompanied by the Auditor's report and a report of the Council as to the state of the Association's affairs and upon the work of the Association for the last preceding year up to the 31st day of December.

(16.7) A printed copy of the income and expenditure account and balance sheet and of the reports of the Council and Auditors shall, at least twenty-one clear days previously to the Annual General Meeting, be delivered or sent by post to the Auditors and to the registered address of every Full Member of the Association.



## **Audit**

17. Auditors of the Association shall be appointed and their powers, rights, remuneration and duties regulated in accordance with the provisions of the Act.

## **Notices**

18. A notice or document may be served by the Association upon any full member or members of the Council, either personally or by sending it by post, or e-mail to the full member or member of Council at his registered address or to the address or electronic address, if any, supplied by the full member to the Association, for the giving of notices to the full member. Notices sent by e-mail shall be deemed to have been effected immediately.

(18.1) Any notice or document, if served by post, shall be deemed to have been served twenty-four hours after the same is put into the post office, and in proving such service it shall be sufficient to prove that the notice or document was properly addressed, prepaid and put into the post office.

(18.2) Evidence that a notice or document, if served by e-mail, shall be deemed to have been served by a printout of the Secretariat's outbox.

## **Indemnity**

19. The members of the Council and of any committee or sub-committee and the Auditors, President and other officers for the time being of the Association and the Trustees (if any) for the time being acting in relation to any of its affairs, and every of them and every of their executors and administrators shall be indemnified and secured harmless out of the assets and income of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them, their, or any of their executors or administrators shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts, and none of them shall be answerable for the acts, receipts, neglects or defaults of the other or others of them, or for any bankers or other persons with whom any moneys or effects belonging to the Association shall or may be lodged or deposited for safe custody, or for the insufficiency or deficiency of any security upon which any moneys of or belonging to the Association shall be placed or invested or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto. This Article shall only take effect subject to the provisions of the Act.

## **Winding up**

20. The provision of Clause 7 of the Memorandum relating to the winding up and dissolution of the Association shall have effect as if the same were repeated in these Articles.