The Companies Act 2006
Private Company Limited by Guarantee

# BIO-BASED AND BIODEGRADABLE INDUSTRIES ASSOCIATION (BBIA) LTD

# MEMORANDUM AND ARTICLES OF ASSOCIATION

Company Number: 09623609
Incorporated on 4 June 2015

A1 Company Services
Winnington House
2 Woodberry Grove
North Finchley
London, N12 0DR
Telephone:- 020-8492-6363

**CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY**

Company Number **9623609**

The Registrar of Companies for England and Wales, hereby certifies that
BIO-BASED AND BIODEGRADABLE INDUSTRIES ASSOCIATION (BBIA) LTD

is this day incorporated under the Companies Act 2006 as a private company, that the company is limited by guarantee, and the situation of its registered office is in England and Wales.

Given at Companies House, Cardiff, on **4th June 2015**.

The above information was communicated by electronic means and authenticated by the Registrar of Companies under section 1115 of the Companies Act 2006

Companies House

THE OFFICIAL SEAL OF THE REGISTRAR OF COMPANIES

COMPANY NOT HAVING A SHARE CAPITAL

**Memorandum of Association**
**Of**
**BIO-BASED AND BIODEGRADABLE INDUSTRIES ASSOCIATION (BBIA) LTD**

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

| Name of each subscriber |
| --- |
| David Robert Newman |
| Georg Jens Dieter Hamprecht |

Dated: 3rd June 2015

# ARTICLES OF ASSOCIATION FOR THE BIO-BASED AND BIODEGRADABLE INDUSTRIES ASSOCIATION (BBIA) LTD

## PART 1—PRELIMINARY

### 1. DEFINITIONS

In these Articles—

***Association*** means the company intended to be regulated by the Articles.

***Bio-based product***: wholly or partly derived from biomass.

***Biodegradable***: capable of undergoing biologically mediated decomposition.

Note 1: for Chemical products the relevant OECD biodegradation test and requirements should apply.

Note 2: for Polymeric items, BS EN13432 / BS EN14995 shall be considered the minimum accepted specification.

***Chairman*** means the person elected by the Board as Chair of the association whose role is defined in these Articles.

***Chairperson*** means the person chairing the meeting of a General Meeting or a Board Meeting.

***Board*** means the Board of Directors having management of the business of the Association.

***Board meeting*** means a meeting of the Board held in accordance with these Articles.

***Board member*** means a member of the Board of Directors elected or appointed as per these Articles.

**Chief Executive Officer (CEO)** means the person appointed by the Board to manage the affairs of the association according to Board decisions as defined in these Articles.

***Disciplinary meeting*** means a meeting convened as per these Articles.

***Financial year*** means the 12-month period specified in Article.

***General meeting*** means a meeting of the members of the Association.

***Ordinary Member*** means a member of the Association.

***Member entitled to vote*** means a member who under these Articles is entitled to vote at a general meeting.

***Person*** includes a firm, a body corporate, an unincorporated association, and an individual.

***Registered office address*** is the place from which the Association business is conducted and to which members and third parties refer for communications to the Association.

***Returning Officer*** is a Member of the Association appointed by the Chairman to count votes in the event of an election.

***Special resolution*** means a resolution that requires not less than three-quarters of the members voting at a general meeting, whether in person or by proxy, to vote in favour of the resolution.

The models of Articles of Association for private companies limited by guarantee do not apply to these Articles and these Articles are governed by the Law of England and Wales.

## 2. NAME

The name of the association is " Bio-based and Biodegradable Industries Association (BBIA) Ltd"

## 3. PURPOSES

The purposes of the Association are: —

- To be the leading body for the bio-based and biodegradable chemicals and products manufacturing industry in the United Kingdom of Great Britain and Northern Ireland representing Members in the promotion of and advocacy for Members' products and materials.
- **To influence:** We work closely with the government, policymakers, and industry leaders to promote and advocate for policies that support the growth of the bio-based and biodegradable industries. We promote the appropriate use of bio-based and biodegradable products through participation in development of standards, legislation, regulations, material guides and positive community interaction.
- **To innovate:** We are dedicated to advancing the bio-based and biodegradable industries through R&D initiatives. We support projects that aim to develop new sustainable materials and technologies that reduce waste and greenhouse gas emissions. We promote scientific, economic and social research into the development of products, applications, and systems deriving from and using bio-based and biodegradable chemicals. We promote certification programmes for consumer and B2B market recognition of products derived from bio-based and biodegradable chemicals.
- **To Connect:** We provide a platform for organisations and professionals within the bio-based and biodegradable sector to network and collaborate, exchange ideas, and form partnerships, encouraging positive debate and action across the bioeconomy. To represent in conjunction with other associations or similar legitimate entities, the manufacturers, converters, wholesalers, distributors, end users, consumers and processors of bio-based and biodegradable products in consideration of appropriate end of-life and design on-merit and application characteristics for the products or materials.
- **To communicate:** We proactively share information that elevates public and policy makers knowledge about the benefits of bio-based and biodegradable products, to inform, educate, and inspire action. To act as the communication focal point for media, government and non-government organisations (NGOs), environmental organisations, industry stakeholders and the public, on issues and education relative to bio-based and biodegradable products. To accurately portray the characteristics and benefits of the family of products, which are biodegradable and bio-based according to their applications. To educate and promote public awareness of bio-based and biodegradable products as available alternatives to existing products and to promote the use of these products. To provide informed and considered information on behalf of members to genuine correspondents for the development of specific marketplaces.
- To administer and uphold the Association's code of conduct which is executed by all members of the Association and ensure member's compliance with same.
- To not engage in any anti-competitive activities or to in anyway way breach the appropriate or relevant provisions of any anti-competition local, national or European regulations and practices.

## 4. FINANCIAL YEAR

The financial year of the Association is each period of 12 months beginning from the 1st January and may be modified by the board at any time.

# PART 2—POWERS OF ASSOCIATION

## 5. POWERS OF ASSOCIATION

**1.** The Association has power to do all things incidental or conducive to achieve its purposes.

**2.** Without limiting sub-Article (1), the Association may—

(a) acquire, hold and dispose of real or personal property.

(b) open and operate accounts with financial institutions.

(c) invest its surplus funds in UK Government Treasury Bonds.

(d) raise and borrow money on any terms and in any manner as it thinks fit.

(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability.

(f) appoint agents and staff to transact business on its behalf.

(g) enter into any other contract it considers necessary or desirable.

(h) effect and maintain insurance.

**3.** The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

**4.** The Association may not enter into debt transaction for amounts exceeding annual membership fee income received in the previous financial year.

**5.** The Association may not take part in legal action against third parties without the unanimous support of the Board.

**6.** The liability of each Member is limited to £1 being the amount that each member undertakes to contribute to the assets of the Association in the event of its being wound up while he is a member or within one year after he ceases to be a member.

## 6. NOT FOR PROFIT ORGANISATION

1. The Association must not distribute any surplus, income or assets directly or indirectly to its members.

2. Sub Article (1) does not prevent the Association from paying a member or a Board Member—

(i) reimbursement for expenses properly incurred by the member; or

(ii) for goods or services provided by the member—

if this is done in good faith on terms no more favourable than if the member was not a member.

3. The Board may decide to allow compensation for specific Board member activities when mandated by the Board.

# PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

## Part 1—Membership

### 7. MINIMUM NUMBER OF MEMBERS

The Association must have at least 7 members.

### 8. WHO IS ELIGIBLE TO BE A MEMBER

Any person who supports the purposes of the Association is eligible for membership in the category of membership relevant to that persons' organisation.

### 9. MEMBERSHIP CATEGORIES

1. Membership categories are established to ensure a Board membership representative of the many interests within and accompanying the bio-based and biodegradable industry sector.
2. Membership categories represent the industrial weight and involvement of specific sectors within the wider industry and membership fees are weighted according to category. Board membership is also weighted according to category.
3. Persons applying for membership of the Association may apply under one of the following categories (accept core member) and agree to abide by the Associations' Articles and agree to the Associations' purpose and objectives.
4. A core member is an optional category, whereby the applicant must have been a BBIA member for a minimum of 3 consecutive years. Core members receive double voting rights at General meetings.
5. An Associate Member can participate in BBIA working groups, and can attend BBIA general meetings, but has no voting rights. They cannot become a board member.
6. Each organisation may apply for membership according to the following macro-categories (B to K) of membership based on total number of employees that an organisation has (NB: headcount based on a global basis, with the Board having the discretion to assign final category of a member), and/or the sector it comes from, as per below:

| Category | Membership Type | Can join board | Voting rights at General Meetings | Can join working group |
|---|---|---|---|---|
| A | Core member (BBIA membership held for >3 years, organisation of any size)* | Y | Y * | Y |
| B | Large organisation (>250 employees) | Y | Y | Y |
| C | Small -Medium sized organisation (11-249 employees) | Y | Y | Y |
| D | Micro organisation (Up to 10 employees) | Y | Y | Y |
| E | Pre-revenue organisation, within 3 years of incorporation | Y | Y | Y |
| G | Supporting professional organisations e.g., legal, investors, banks, labelling, standards, patents, regulatory | Y | Y | Y |
| H | Academia | Y | Y | Y |
| I | Individual Professionals or Sole Traders (turnover up to £500,000) | Y | Y | Y |
| J | Charities | Y | Y | Y |
| K | Associate member / Trade Association | N | N | Y |
| M | Micro | Y | Y | Y |

* Core membership is optional if a member wishes to move to this category after three years. Core members receive double voting rights at General meetings.

## 10. APPLICATION FOR MEMBERSHIP

1. To apply to become a member of the Association, a person must submit a written application to the Association stating that the person—
   (a) wishes to become a member of the Association; and
   (b) supports the purposes of the Association; and
   (c) agrees to comply with these Articles.

2. The application—
   (a) must be signed by the applicant giving full details of business address, activities relevant to the Association and name of the person responsible for relations with the Association within the firm/organisation; and
   (b) is finalised only upon payment of the joining fee to be paid within 30 days of the written notice given of application approval by the Board.

## 11. CONSIDERATION OF APPLICATION

1. As soon as practicable after an application for membership is received, the Board must decide by resolution whether to accept or reject the application.
2. The Board must notify the applicant in writing of its decision as soon as practicable after the decision is made.
3. No reason need be given for the rejection of an application.

## 12. NEW MEMBERSHIP

1. If an application for membership is approved by the Board —
   (a) the resolution to accept the membership must be recorded electronically, e.g., via email
   (b) a person becomes a member of the Association and is entitled to exercise his or her rights of membership from the date on which the person pays the joining fee.
   (c) once payment is received, the CEO/BBIA administrator must, as soon as practicable, enter the name and address of the new member, and the date of becoming a member, in the register of members.

## 13. ANNUAL SUBSCRIPTION AND FEE ON JOINING

1. At each annual general meeting or general meeting, the Association must determine on recommendation from the Board—
   (a) the amount of the annual subscription (if any) for the following financial year; and
   (b) the date for payment of the annual subscription.
   (c) the need for extraordinary contributions required for specific activities of the Association or to cover losses incurred during the previous financial year.
2. The Association may determine that any new member who joins after the start of a financial year must, for that financial year, pay a fee equal to—
   (a) the full annual subscription; or
   (b) a pro rata annual subscription based on the remaining part of the financial year; or
   (c) a fixed amount determined from time to time by the Association.

3. The rights of a member (including the right to vote) who has not paid the annual fee within the year to which the fee applies are suspended until the subscription is paid.

4. The annual membership fees are indicated on the BBIA website (VAT may be applicable).

## 14. GENERAL RIGHTS OF MEMBERS

1. A member of the Association who is entitled to vote (Associate members do not have the right to vote) has the right—
   (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Articles; and
   (b) to submit items of business for consideration at a general meeting; and
   (c) to attend and be heard at general assembles; and
   (d) to vote at a general meeting; and
   (e) to have access to the minutes of general assembles and other documents of the Association as provided by these Articles; and
   (f) to inspect the register of members.

2. A member is entitled to vote if—
   (g) membership is valid under article 12(1)(c)
   the member's membership rights are not suspended for any reason.

## 15. RIGHTS NOT TRANSFERABLE

The rights, privileges or obligations of a member are not transferable and end when membership ceases. Upon ceasing to be a member, all references to the Association and any items which remain the intellectual property of the Association, such as logos, must be removed from all company literature, stationery, websites and social media , immediately if digital, and no later than 90 days if hard print.

## 16. CEASING MEMBERSHIP

The membership of a person ceases on resignation, expulsion, or ceasing trading, or in the case of a sole trader, after death. If a person ceases to be a member of the Association, the CEO must, as soon as practicable, enter the date the person ceased to be a member in the register of members. A member may be expelled only by a decision made by a majority vote of the Board.

## 17. RESIGNING AS A MEMBER

1. Membership shall automatically renew for successive twelve (12) month periods unless the member provides not less than 90 days' written notice to the Association (at its registered office address or by email to admin@bbia.org.uk) of non-renewal prior to the expiry of the current paid membership term.

2. The BBIA will issue a renewal notice and invoice at least one hundred and twenty (120) days before the renewal date to the members' registered contact email address.

3. It is the responsibility of Members to ensure that BBIA has their correct registered contact details and email address on file and to notify of any changes to contact details (notified to admin@bbia.org.uk).

4. Membership fees are payable in full annually in advance. Payment of membership fees not received within 30 days of the due date stated on the invoice, may result in membership being considered lapsed and all services being suspended pursuant to receipt of payment. However, liability to pay the

membership renewal will not lapse and interest will accrue at 1.75% above Bank of England base rate. No refunds or pro-rata credits shall be provided for early termination during any membership period.

### 18. REGISTER OF MEMBERS

1. The CEO/BBIA admin must keep and maintain a register of members that includes—
   (a) for each current member—
      (i) the member's name;
      (ii) the membership category under which the member is registered;
      (iii) the address for notice last given by the member;
      (iv) the date of becoming a member;
      (v) any other information determined by the Board; and
   (b) for each former member, the date of ceasing to be a member.
2. The register of members must be kept at the principal place of administration of the Association.
3. Any member may, at a reasonable time and free of charge, inspect the register of members.
4. A member of the Association may obtain a copy of any part of the register during ordinary working hours.

## Part 2—Disciplinary action

### 19. GROUNDS FOR TAKING DISCIPLINARY ACTION

1. The Association may take disciplinary action against a member in accordance with this Part if it is determined that the member—
   (a) has persistently failed to comply with these Articles; or
   (b) refuses to support the purposes of the Association; or
   (c) has persistently and willfully engaged in conduct prejudicial to the Association.
   (d) through actions and/or conduct has brought the Association into disrepute or caused material harm to its interests or reputation.

2. Any termination of membership resulting from disciplinary action will not extinguish the members liability to pay any outstanding fees or other due invoices. No refund of fees will be given.

### 20. DISCIPLINARY COMMITTEE AND HEARING

1. If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Chairman will nominate a Disciplinary Committee, constituted of three members who have no common interests with the member involved.
2. The Disciplinary Committee will convene the member against whom disciplinary action may be applied within one month of being nominated, will hear the case against the member brought by the Association and will hear the member's defence.
3. The Disciplinary Committee will report to the Chairman on its findings and the Chairman will inform the relevant member.
4. Should the member wish, he may appeal the decision made, in writing, to the Chairman. The Association may not appeal the decision of the Disciplinary Committee.
5. The Chairman will report to the Board and the Board will make a final decision by simple majority and inform the member accordingly. No further appeal is permitted.

## Part 3—General Meetings of the Association

### 21. ANNUAL GENERAL MEETINGS

1. The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.
2. Despite sub Article (1), the Association may hold its first annual general meeting at any time within 18 months after its incorporation.
3. The Board may determine the date, time and place of the annual general meeting.
4. The ordinary business of the annual general meeting is as follows—
   (a) to confirm the minutes of the previous annual general meeting and of any other general meeting held since then;
   (b) to receive and consider—
      (i) the annual report of the Board on the activities of the Association during the preceding financial year; and
      (ii) the financial statements of the Association for the preceding financial year submitted by the Board ;
   (c) to elect the members of the Board;
   (d) to elect a Treasurer;
   (e) to confirm or vary the amounts (if any) of the annual subscription and joining fee as per article 13 (1)(a)(b)(c)
   (f) the Boards' proposals for activities in the forthcoming year.

   The annual general meeting may also conduct any other business of which notice has been given in accordance with these Articles.

### 22. OTHER GENERAL MEETINGS

1. The Board may convene a general meeting whenever it thinks fit.
2. No business other than that set out in the notice may be conducted at the meeting.

### 23. A GENERAL MEETING HELD AT REQUEST OF MEMBERS

1. The Board must convene a general meeting if a request to do so is made by at least 25% of the total number of members.
2. A request for a general meeting must—
   (a) be in writing; and
   (b) state the business to be considered at the assembly and any resolutions to be proposed; and
   (c) include the names and signatures of the members requesting the assembly; and
   (d) be given to the CEO.
3. If the Board does not convene a general meeting within one month after the date on which the request is made, the members making the request (or any of them) may convene the general meeting.
4. A general meeting convened by members under sub-Article (3)—
   must be held within 3 months after the date on which the original request was made and may only consider the business stated in that request.

## 24. NOTICE OF GENERAL MEETINGS

1. The CEO (or, in the case of a general meeting convened under Article 23(3), the members convening the assembly) must give to each member of the Association—
   (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the assembly; or
   (b) at least 14 days' notice of a general meeting in any other case.
2. The notice must—
   (c) specify the date, time and place of the assembly; and
   (d) indicate the general nature of each item of business to be considered at the assembly;
   (e) if a special resolution is to be proposed—
      (i) state in full the proposed resolution; and
      (ii) state the intention to propose the resolution as a special resolution; and
      (iii) comply with other articles of this Article.
3. This Article does not apply to a disciplinary hearing.

## 25. PROXIES

1. A member may appoint another member as his or her proxy to vote and speak on his or her behalf at a general meeting other than at a disciplinary hearing.
2. The appointment of a proxy must be in writing and signed by the member making the appointment.
3. The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf, otherwise the proxy may vote on behalf of the member in any matter as the person sees fit.
4. If the Board has approved a form for the appointment of a proxy, the member may use any other form that clearly identifies the person appointed as the member's proxy and that has been signed by the member.
5. Notice of a general meeting given to a member under Article 24 must—
   (a) state that the member may appoint another member as a proxy for the assembly; and
   (b) include a copy of any form that the Board has approved for the appointment of a proxy.
6. A form appointing a proxy must be given to the Chairperson of the assembly before or at the commencement of the meeting.
   A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association at the latest 24 hours before the commencement of the assembly.

## 26. USE OF TECHNOLOGY

1. A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the assembly to clearly and simultaneously communicate with each other.
2. For the purposes of this Part, a member participating in a general meeting as permitted under sub Article (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## 27. QUORUM AT GENERAL MEETINGS

1. No business may be conducted at a general meetings unless a quorum of members is present.
2. The quorum for a general meeting is the presence (physically, by proxy or as allowed under Article 26) of 30% of the members entitled to vote.
3. If a quorum is not present within 60 minutes after the notified commencement time of a general meeting—
   (a) in the case of an assembly convened by, or at the request of, members under Article 23 —the

assembly must be dissolved;

(b) in any other case—

(i) the assembly must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of the date, time and place to which the assembly is adjourned must be given at the assembly and confirmed by written notice given to all members as soon as practicable after the assembly.

If a quorum is not present within 60 minutes after the time to which a general meeting has been adjourned under sub Article (3)(b), the members present at the meeting (if not fewer than 5) may proceed with the business of the meeting as if a quorum were present.

## 28. ADJOURNMENT OF GENERAL MEETING

1. The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of members present at the assembly, adjourn the assembly for a maximum of one hour at the same place.
2. Without limiting subArticle (1), an assembly may be adjourned to give the members more time to consider an item of business.
3. No business may be conducted on the resumption of an adjourned assembly other than the business that remained unfinished when the assembly was adjourned.

   Notice of the adjournment of an assembly under this Article is not required but must be recorded in the minutes of the assembly.

## 29. VOTING AT GENERAL MEETING

**1.** On any question arising at a general meeting —

i. subject to sub Article (3), each member who is entitled to vote has one vote; and

ii. members may vote personally or by proxy; and

iii. except in the case of a special resolution, the question must be decided on a majority of votes.

2. If the question is whether or not to confirm the minutes of a previous assembly, only members who were present at that assembly may vote.
3. This Article does not apply to a vote at a disciplinary hearings.
   Members of the Association may pass resolutions in writing.

## 30. SPECIAL RESOLUTIONS

1. A special resolution is passed if not less than three quarters of the members voting at a general meeting (whether in person, by technology or by proxy) vote in favour of the resolution including the totality of Founder Members in the first three financial years after incorporation of the Association.

   **Note for example:**

   i. to remove a Board member from office;

   ii. to alter these Articles, including changing the name or any of the purposes of the Association.

2. The veto rights of Founder Members automatically cease from the end of the third financial year and with the approval of the annual accounts; any special resolution thereafter need only be passed by a simple majority of three quarters of the members voting at a general meeting.

## 31. DETERMINING WHETHER RESOLUTION CARRIED

1. Subject to subsection (2), the Chairperson of a general meeting may, on the basis of a

show of hands, declare that a resolution has been—

i. carried; or
ii. carried unanimously; or
iii. carried by a particular majority; or
iv. lost— and an entry to that effect in the minutes of the assembly is conclusive proof of that fact.

2. If a poll (where votes are cast in writing) is demanded by five or more members on any question—
   i. the poll must be taken at the assembly in the manner determined by the Chairperson of the assembly; and
   ii. the Chairperson must declare the result of the resolution on the basis of the poll.
3. A poll demanded on the election of the Chairperson or on a question of an adjournment must be taken immediately.
4. A poll demanded on any other question must be taken before the close of the assembly at a time determined by the Chairperson.

### 32. MINUTES OF GENERAL MEETING

1. The Board must ensure that minutes are taken and kept of each general meeting.
2. The minutes must record the business considered at the assembly, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must include—
   i. the names of the members attending the assembly; and
   ii. proxy forms given to the Chairperson of the assembly under article 25(6); and
   iii. the financial statements submitted to the members in accordance with article 21 (4)(b)(ii); and
   iv. the certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
   any audited accounts and auditor's report or report of a review accompanying the financial statements that are required by decision of the general meeting.

## PART 4—BOARD OF DIRECTORS

### Part 1—Powers of the Board of Directors

### 33. ROLE AND POWERS

4. The business of the Association must be managed by or under the direction of a Board of Directors (Board).
5. The Board may exercise all the powers of the Association except those powers that these Articles require to be exercised by general meetings of the members of the Association.
6. The Board —
   i. nominates and removes from among its members the Chairman and Vice Chairman;
   ii. appoints and removes the CEO and Technical Director;
   iii. establishes subcommittees/working groups consisting of members with terms of reference it considers appropriate.
   iv. approves the annual accounts to be sent to the general meeting
   v. elaborates and approves the annual work plan of the association
   vi. nominates and removes from its members the Treasurer, as per articles 35(4), 38(1)(d) and 38(3)

for the first three years.

### 33. DELEGATION

1. The Board may delegate to a member of the Board, a subcommittee or staff, any of its powers and functions other than—
   i. this power of delegation; or
   ii. a duty imposed on the Board by law.
2. The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
   The Board may, in writing, revoke a delegation wholly or in part. for example, the Board may delegate to the CEO financial authority.

## Part 2—Composition of the Board and duties of members

### 34. COMPOSITION OF THE BOARD

1. The Board consists of—
   i. Three members elected by Category A (if there are less than 3 Category A members within the association, then each unrequired position goes to Category B).
   ii. Two from Category B (if there are less than 2 Category B members within the association, then each unrequired position goes to Category C-J)
   iii. Three members elected by Category C – J members.
   iv. Optional additional members or non-member experts elected for their technical skills and knowledge, regardless of membership status, or member category, nominated at the discretion of the Board members

2. The General meeting elects a Board from among its members, according to each category, by simple majority, as per articles 39-46.

### 35. GENERAL DUTIES

1. As soon as practicable after being elected or appointed to the Board, each Board member must become familiar with these Articles.
2. The Board is collectively responsible for ensuring that the Association complies with the law and that individual members of the Board comply with these Articles.
3. Board members must exercise their powers and discharge their duties with reasonable care and diligence.
4. Board members must exercise their powers and discharge their duties—
   (a)in good faith in the best interests of the Association; and
   (b)for a proper purpose.
5. Board members and former Board members must not make improper use of—
   i. their position; or
   information acquired by virtue of holding their position—
   so as to gain an advantage for themselves or any other person or to cause detriment to the Association.
6. In addition to any duties imposed by these Articles, a Board member must perform any other duties imposed from time to time by resolution at a general meeting.

### 36. CHAIRMAN AND VICE-CHAIRMAN

1. Subject to sub Article (2), the Chairman or, in the Chairman's absence, the Vice-Chairman is the Chairperson for any general meetings and for any Board meetings.

2. If the Chairman and the Vice-Chairman are both absent, or are unable to preside, the Chairperson of the meeting must be—
   i. in the case of a general meeting—a member elected by the other members present; or
   in the case of a Board meeting—a Board member elected by the other Board members present.

## 37. TREASURER

1. The Treasurer must—
   i. receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association; and
   ii. ensure that all moneys received are paid into the account of the Association within 5 working days after receipt; and
   iii. make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
   iv. ensure cheques, drafts, bills of exchange, promissory notes and other negotiable instruments are signed by at least 2 Board members or by Delegation by the CEO.
2. The Treasurer must—
   ensure that the financial records of the Association are kept in accordance with the law; and coordinate the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general association of the Association.
3. The Treasurer must ensure that at least one other Board member has access to the accounts and financial records of the Association.

# Part 3—Election of Board members and tenure of office

## 38. WHO IS ELIGIBLE TO BE A BOARD MEMBER

A member is eligible to be elected or appointed as a Board member if the member—
(a) is 18 years or over; and
is entitled to vote at a general meeting.

## 39. POSITIONS TO BE DECLARED VACANT

1. This Article applies to—
   Any annual general meeting of the Association, after the third annual report and financial statements of the Association have been received.
2. The Chairperson of the assembly must declare all positions on the Board vacant and hold elections for those positions in accordance with these Articles.
3. Sixty days prior to the election of each position, the Chairperson of the assembly must call for nominations to fill that position and inform all members of nominations received 15 days prior to the assembly itself.
4. An eligible member of the Association may—
   i. nominate himself or herself; or
   ii. with the member's consent, be nominated by another member.
5. A member who is nominated for a position and fails to be elected to that position may be nominated for any other position for which an election is yet to be held.

## 40. ELECTION OF BOARD MEMBERS

1. At the annual general meeting, separate elections must be held for members of the Board representing each membership category;
2. If only one member is nominated for each position, the Chairperson of the assembly must declare the member elected to the position.
3. If more than one member is nominated, a ballot must be held in accordance with these Articles. Once the Board members are elected by the general meeting, at the first Board meeting convened by the outgoing Chairman, the Board elects a Chairman and Vice Chairman and Treasurer from among its members.

## 41. ELECTION OF BOARD MEMBERS - BALLOT

1. If a ballot is required for the election for a position, the Chairperson of the assembly must appoint a member to act as returning officer to conduct the ballot.
2. The returning officer must not be a member nominated for the position.
3. Before the ballot is taken, each candidate may make a short speech in support of his or her election.
4. The election must be by secret ballot.
5. The returning officer must provide an online link to—
   (a) each member present in person; and
   (b)each proxy appointed by a member.
6. Each online box ticked on the electronic ballot system on which the name of a candidate has been written counts as one vote for that candidate.
7. The returning officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.
8. If the returning officer is unable to declare the result of an election because 2 or more candidates received the same number of votes, the returning officer must—
   i. conduct a further election for the position to decide which of those candidates is to be elected; or
   ii. with the agreement of those candidates, decide by lot which of them is to be elected.

## 42. TERM OF OFFICE

1. A Board member holds office for three years and may be re-elected.
2. A Board meeting or general meeting of the Association may—
   i. by special resolution remove a Board member from office if for example, it is held that he brings the Association into disrepute; and
   ii. elect an eligible member of the Association to fill the vacant position in accordance with this Part.
3. A member who is the subject of a proposed special resolution under sub Article (2)(a) may make representations in writing to the Chairman of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association.
4. The Chairman may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the assembly at which the special resolution is to be proposed.

## 43. VACATION OF OFFICE

1. A Board member may resign from the Board by written notice addressed to the Chairman.
2. A person ceases to be a Board member if he or she—
   i. ceases to be a member of the Association; or

ii. fails to attend 3 consecutive Board meetings (other than urgent Board meetings) without leave of absence ; or
iii. ceases to be a Board Member under the Companies Act 2006 (and any subsequent re-enactment) or prohibited by law
iv. resigns
v. declared bankrupt or makes any arrangement or composition with his creditors
vi. dies, or in the case of an organisation, ceases to exist
vii. is unable to fulfil his or her duties in accordance with Article 36

### 44. FILLING CASUAL VACANCIES

1. The Board may appoint an eligible member of the Association to fill a position on the Board that—
   i.has become vacant; or
   ii.was not filled by election at the last annual general meeting.
   The Board may continue to act despite any vacancy in its membership.

## PART 4— BOARD MEETINGS

### 45. BOARD MEETINGS

1. The Board must meet at least 4 times in each year at the dates, times and places determined by the Chairman.
2. The date, time and place of the first Board meeting must be determined by the members of the Board as soon as practicable after the annual general meeting of the Association at which the members of the Board were elected.
   Board meetings may be convened by the Chairman or by any 4 members of the Board.

### 46. NOTICE OF MEETINGS

1. Notice of each Board meeting must be given to each Board member no later than 21 days before the date of the meeting.
2. Notice may be given of more than one Board meeting at the same time.
3. The notice must state the date, time and place of the meeting.
4. The notice must include the general nature of the business to be conducted.
5. The only business that may be conducted at the meeting is the business for which the meeting is convened.

### 47. URGENT MEETINGS

1. In cases of urgency, a meeting can be held without notice being given in accordance with article 48 provided that as much notice as practicable is given to each Board member by the quickest means practicable.
2. Any resolution made at the meeting must be passed by two thirds majority of the Board.
3. The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

### 48. PROCEDURE AND ORDER OF BUSINESS

1. The procedure to be followed at a meeting of the Board must be determined from time to time by the Board.
2. The order of business may be determined by the members present at the meeting upon recommendation of the Chairman.

## 49. USE OF TECHNOLOGY

1. A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows that Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.
   For the purposes of this Part, a Board member participating in a Board meeting as permitted under sub Article (1) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## 50. QUORUM

1. No business may be conducted at a Board meeting unless a quorum is present.
2. The quorum for a Board meeting is the presence (in person or as allowed under article 50) of a majority of the Board members holding office.
3. If a quorum is not present within 60 minutes after the notified commencement time of a Board meeting—
   i. in the case of an urgent meeting—the meeting lapses;
   ii. in any other case—the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in writing to Board members.

## 51. VOTING

1. On any question arising at a Board meeting, each Board member present at the meeting has one vote.
2. A motion is carried if a majority of Board members present at the meeting vote in favour of the motion.
3. Sub Article (2) does not apply to any motion or question which is required by these Articles to be passed by two thirds of the Board.
4. If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
5. Voting by proxy is not permitted.

## 52. CONFLICT OF INTEREST

a. **Declaration of interests**

If a Board Member is in any way, directly or indirectly, interested in a proposed transaction or arrangement with the Association, he must declare the nature and extent of that interest to the other Directors.

(2) In accordance with the Acts, the declaration may be made at a Board Meeting or by written notice.
   i. If a declaration of interest proves to be or becomes inaccurate or incomplete a further declaration must be made.
   ii. Any required declaration of interest must be made before the Association enters into the transaction or arrangement.
   iii. A declaration is not required in relation to an interest of which the Board Member is not aware or where the Board Member is not aware of the transaction or arrangement in question. For this purpose a Board Member is treated as being
   iv. A Board Member need not declare an interest:-

1. if it cannot reasonably be regarded as likely to give rise to a conflict of interests; or
2. if, and to the extent that, the other Board Member are already aware of it (and for this purpose the other Board Members are treated as being aware of anything of which they ought reasonably to be aware).

b. **Authorisation of direct conflicts of interests**

A Board Member may enter into a transaction or arrangement with the Association only if and to the extent that such an arrangement is authorised by the Board.

c. **Authorisation of indirect conflicts of interest**

i. Where, for whatever reason, a Board Member has any form of indirect interest in relation to a transaction or arrangement with the Association (which shall include a conflict of duty) and the transaction or arrangement is not authorised by virtue of any other provision in the Articles then it may be authorised by those Board Members not having a conflict provided that:-

1. the Board Member with the conflict (and any other interested Board Member) is not counted when considering whether or not there is a valid quorum for that part of the meeting and does not vote in relation to the matter giving rise to the conflict; and

2. the Board Members who do not have a conflict in relation to the matter in question consider it is in the best interests of the Company to authorise the transaction.

The Board Members who do not have a conflict in relation to the matter in question may, in their absolute discretion, determine that the Board Member with the conflict and/or any other interested Board Member should absent himself from the part of the meeting at which there is discussion concerning the transaction or arrangement giving rise to the conflict.

## 53. MINUTES OF MEETING

The Board must ensure that minutes are taken and kept of each Board meeting.
The minutes must record the following—

i. the names of the members in attendance at the meeting;
ii. the business considered at the meeting;
iii. any resolution on which a vote is taken and the result of the vote;
iv. any material personal interest disclosed under Article 53.

## 54. LEAVE OF ABSENCE

a. The Board may grant a member leave of absence from meetings for a period not exceeding 3 months.
b. The Board must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the member to seek the leave in advance.

# PART 5—FINANCIAL MATTERS

## 55. SOURCE OF FUNDS

The funds of the Association may be derived from joining fees, annual subscriptions, donations, fund-raising activities, grants, conferences, training, research activities, sponsorships, interest and any other legitimate sources approved by the Board.

## 56. MANAGEMENT OF FUNDS

a. The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

b. Subject to any restrictions imposed by a general meeting of the Association, the Board may approve expenditure on behalf of the Association in pursuance of the objects of the association in such a manner as the Board determines.

c. The Board may authorise the Treasurer or by Delegation the CEO, to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

d. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members or by Delegation by the CEO.

e. All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt.

f. With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## 57. FINANCIAL RECORDS

a. The Association must keep financial records that—

i. correctly record and explain its transactions, financial position, and performance; and

ii. enable financial statements to be prepared as required by law.

b. The Association must retain the financial records for 7 years after the transactions covered by the records are completed.

c. The Treasurer must keep in his or her custody, or under his or her control—
the financial records for the current financial year; and any other financial records as authorised by the Board.

## 58. FINANCIAL STATEMENTS

a. For each financial year, the Board must ensure that the requirements under law relating to the financial statements of the Association are met.

b. Without limiting subArticle (1), those requirements include—

i. the preparation of the financial statements;

ii. if required, the review or auditing of the financial statements;

iii. the certification of the financial statements by the Board;

iv. the submission of the financial statements to the annual general meeting of the Association;

the lodgement with the government authorities of the financial statements and accompanying reports, certificates, statements and fee.

# PART 6—GENERAL MATTERS

## 59. EXECUTION OF DOCUMENTS BY THE BOARD

Unless the Board decides otherwise, documents which are executed as deeds must be signed by (1) two Board Members; (2) One Board Member and the CEO (where appointed); or (3) one Board Member in the presence of a witness who attests the Board Member's signature.

## 60. REGISTERED ADDRESS

The registered address of the Association is—

(a) the address determined from time to time by resolution of the Board; or

(b) if the Board has not determined an address to be the registered address— the postal address of the CEO.

(c) the registered address is registered at Companies House.

## 61. NOTICE REQUIREMENTS

a. Any notice required to be given to a member or a Board member under these Articles may be given—

i. by handing the notice to the member personally; or

ii. by sending it by post to the member at the address recorded for the member on the register of members; or

iii. by email or facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

b. Any notice required to be given to the Association or the Board may be given—

i. by handing the notice to a member of the Board; or

ii. by sending the notice by post to the registered address; or

iii. by leaving the notice at the registered address; or

iv. the Board determines that it is appropriate in the circumstances—

v. by email to the email address of the Association or the CEO; or

vi. by facsimile transmission to the facsimile number of the Association or some other form of electronic transmission to an address specified by the Association.

vii. For the purpose of these Articles, a notice is taken, unless the contrary is proved, to have been given or served:

viii. in the case of a notice given or served personally, on the date on which it is received by the addressee, and

ix. in the case of a notice sent by post, on the date when it would have been delivered in the ordinary

course of post, and

x. in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## 62. CUSTODY AND INSPECTION OF BOOKS AND RECORDS

1. Members may on request inspect, during business hours, free of charge—
   i. the register of members;
   ii. the minutes of general meetings;
   iii. subject to subArticle (2), the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings.

b. The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

c. The Board must on request make copies of these Articles available to members and applicants for membership free of charge.

d. Subject to subArticle (2), a member may make a copy of any of the other records of the Association referred to in this Article and the Association may charge a reasonable fee for provision of a copy of such a record.

e. For purposes of this Article—

***relevant documents*** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the Association and includes the following—

i. its membership records;
ii. its financial statements;
iii. its financial records;
iv. records and documents relating to transactions, dealings, business or property of the Association.

## 63. WINDING UP AND CANCELLATION

a. The Association may be wound up voluntarily by special resolution.

b. In the event of the winding up or the cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

c. Subject to any court order made or by will of a majority of the members, the surplus assets must be given to a body that has similar purposes to the Association and which is not carried on for the profit or gain of its individual members.

d. The body to which the surplus assets are to be given must be decided by special resolution.

## 64. ALTERATION OF ARTICLES

These Articles may only be altered by special resolution of a general meeting of the Association.