

No. 412856

The Companies Act 2006

Company Limited by Guarantee

BRITISH KINEMATOGRAPH SOUND AND TELEVISION SOCIETY

SPECIAL RESOLUTIONS

Passed 13 March 2017

AT AN EXTRAORDINARY GENERAL MEETING of the Company held on the 13th day of March 2017 the following RESOLUTIONS were passed as SPECIAL RESOLUTIONS:

RESOLUTIONS

THAT:-

BRITISH KINEMATOGRAPH SOUND AND TELEVISION SOCIETY

1. The name of the Company be changed to "~~DKSTS~~ C.I.C."; and
2. The regulations contained in the document a copy of which is submitted to the meeting and which has been initialled by the Chairman of the meeting for the purpose of identification be adopted as the new Articles of Association of the Company in substitution for and to the exclusion of all the existing Articles of Association of the Company to comply with the necessary regulations to convert the Company into a Community Interest Company.

DATED this 13th day of March 2017.

RgBrown
.....
Chair

WEDNESDAY
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A20	26/04/2017	#278
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The Companies Act 2006

Community Interest Company Limited by Guarantee

Articles of Association

of
BRITISH KINEMATOGRAPH SOUND AND TELEVISION SOCIETY C.I.C.
~~— BKSTS C.I.C. —~~

As adopted by Special Resolution passed on 13 March 2017

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The Companies Act 2006
Community Interest Company Limited by Guarantee
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The Companies Act 2006

Articles of Association

of BRITISH KINEMATOGRAPH SOUND AND TELEVISION SOCIETY C.I.C. ~~MBKS C.I.C.~~

As adopted by Special Resolution passed on 13 March 2017

INTERPRETATION

1. Defined Terms

1.1 The interpretation of these Articles is governed by the provisions and definitions set out in the Schedule 1 at end of the Articles.

1.2 MEMBERSHIP

(i) Sponsor Member

Any person, firm, organisation or society associated with the moving image industry, or an allied or contributory industry, who shall pay a donation acceptable to the Board to further the objects of the Company, primarily in the support of Company events, shall be eligible to become a Sponsor Member of the Company. The Sponsor Member may appoint a single Representative to attend meetings of the Company. The Board will from time to time set the minimum annual donation to qualify for this level of membership and, depending on the level of donation, the Board will determine whether the Sponsor Member or its Representative will be accorded voting rights.

(ii) Corporate Member

Any person, firm, organisation or society associated with the moving image industry, or an allied or contributory industry, who shall pay an annual membership fee acceptable to the Board to further the objects of the Company. A Corporate Member may, depending on the level of annual membership fee paid, appoint one or more Representatives, as determined by the Board from time-to-time, to attend Company meetings. Regardless of the level of annual fee, only one Authorised Representative per Corporate Member that has been registered with the Company in accordance with Article 48.5 will be entitled to vote at meetings.

Neither Sponsor Members nor Corporate Members will be entitled to use the letters MBKS.

(iii) Student Member – Non-Voting

Open to anyone over the age of eighteen who is engaged in a recognised course of full-time study and either pays the appropriate annual membership fee or is following a course designated by the Company as qualifying for free student membership. Student memberships will be renewable each year on presentation of evidence that the member's status as a student is continuing. Student Members shall not use any letters,

designations or other description after their name to indicate connection with the Company.

(iv) Associate Member – Non-Voting

Open to anyone over the age of eighteen who pays the appropriate annual membership fee and wants to attend the Company's events and have access to the Company's resources. An Associate Member who is working in the industry can apply to be a Full Member after working in the industry for at least five years. Associate Members shall not use any letters, designations or other description after their name to indicate connection with the Company.

(v) Full Member – Voting

Open to anyone over the age of twenty-three who has worked in the industry for at least five years. After acceptance by the Board the Member must pay the appropriate annual membership fee to be entitled to use the letters MBKS after their name. After being a paid-up Full Member for ten years they will be eligible to become a Fellow at the discretion of the Advisory Council, and use the letters FBKS. Once a Full Member has completed 25 years in the Company and has paid all the fees due throughout this period, such a Full Member shall be eligible to apply to be considered as an Emeritus Member.

(vi) Honorary Fellow – Voting

Honorary Fellows are persons connected with the industries served by the Company whom the Advisory Council feel deserve special recognition. Honorary Fellows shall be proposed by the Advisory Council based on merit for consideration by the Board. They will be entitled to vote, to use the letters FBKS after their name, but shall not be required to pay fees. After their 65th birthday they automatically become eligible to apply for non-voting Emeritus Member status. Emeritus Members may be appointed to the Advisory Council, and sit on or Chair a Company committee.

(vii) Emeritus Member – Non-Voting

Emeritus Members comprise retired Full Members, retired Fellows and retired Honorary Fellows who, after having been full paying members of the Company for at least twenty-five years, can apply to the Board to be considered as having Emeritus Member status. Members with retired status shall hereafter be designated as Emeritus Members. Emeritus Members pay no fees and are entitled to use the letters MBKS or FBKS after their name depending on their prior Full Member status.

(viii) Fellow – Voting

After being a paid-up Full Member for ten years, a Full Member will be eligible to be elected a Fellow at the discretion of the Advisory Council, and use the letters FBKS after their name. Election to Fellowship shall be a reflection of the Member's contribution to the Company or the wider industry that is recognised by the Advisory Council. A Fellow shall have the same rights as a Full Member save that a Fellow shall be entitled to use the letters FBKS after their name.

COMMUNITY AND INTEREST COMPANY AND ASSET LOCK

2. Community Interest Company

The Company is to be a community interest company.

3. Asset Lock

3.1 The Company shall not transfer any of its assets other than for full consideration.

3.2 Provided the conditions in Article 3.3 are satisfied, Article 3.1 shall not apply to:

- (i) the transfer of assets to any asset-locked body (with the consent of the Regulator); and
- (ii) the transfer of assets made for the benefit of the community other than by way of a transfer of assets into an asset-locked body.

3.3 The conditions are that the transfer of assets must comply with any restrictions on the transfer of assets for less than full consideration which may be set out elsewhere in Articles of the Company.

3.4 If:

- (i) the Company is wound up under the Insolvency Act 1986; and
- (ii) all its liabilities have been satisfied

any residual assets shall be given or transferred to an asset-locked body agreed with the Regulator.

4. Not for profit

The Company is not established or conducted for private gain: any surplus or assets are used principally for the benefit of the community.

OBJECTS, POWERS AND LIMITATION OF LIABILITY

5. Objects

The objects of the Company are to carry on activities that benefit the community, and in particular (without limitation):

- (a) To promote the pursuit of excellence within all elements of the moving image industries at all times;
- (b) To promote and support the education of students on relevant courses of study at any level to the highest standards;
- (c) To provide continuing professional development on a range of relevant subjects for moving image industry practitioners through seminars, sponsored events and the use of other media;

- (d) To work with organisations in all parts of the industry including without limitation equipment manufacturers, software vendors, film and television production companies and those responsible for exhibition of product to evaluate standards and provide access for Members to information about and demonstrations of the latest moving image industry technologies, devices software and services;
- (e) To interact with the moving image industries as defined at any time to ensure that the Company's activities continue to embrace relevant new technologies as these are developed and implemented;
- (f) To support diversity within its membership and to seek to recruit Members from diverse backgrounds regardless of age, gender, race, disability, religion or sexual orientation;
- (g) To do all such other lawful acts and things as are incidental or conducive to the attainment of the above objects or any of them:

Provided that:

- (i) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts; and
- (ii) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

6. Powers

To further its objects the Company may do all such lawful things as may further the Company's objects and, in particular, but, without limitation, may borrow or raise and secure the payment of money for any purpose including for the purposes of investment or of raising funds.

7. Liability of members

7.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while he or she is a Member or within one year after he or she ceases to be a Member, for:

- (i) payment of the Company's debts and liabilities contracted before he or she ceases to be a Member;
- (ii) payment of the costs, charges and expenses of winding up; and
- (iii) adjustment of the rights of the contributories among themselves.

DIRECTORS' POWERS AND RESPONSIBILITIES

8. Directors' general authority

- 8.1 Subject to the Articles, the Directors are, or if one is appointed by the Directors, the Executive Committee is, responsible for the management of the Company's business, for which purpose they may exercise all the powers of the Company.
- 8.2 All outgoing payments by the Company shall be authorised by no fewer than two Directors.
- 8.3 The Directors may make such rules and/or bye laws as they consider necessary or convenient for the proper conduct and management of the Company.
- 8.4 The Board may immediately, by written notice, expel any Member if:
- (i) the Member shall make default in the observance of the Articles or any rule or bye law or of any resolution of the Board;
 - (ii) the Member defaults in the payment of membership fees or any other monies due to the Company;
 - (iii) the Member shall in the opinion of the Board have been guilty of any act or practice or conduct which brings the Company into disrepute or is manifestly contrary to the objectives of the Company;
 - (iv) the Member being an individual dies or becomes bankrupt or compounds with its creditors;
 - (v) the Member being a partnership the partnership is dissolved;
 - (vi) the Member being a corporation enters into liquidation, administration or receivership for any purpose other than a solvent amalgamation or reconstruction or has a receiving order made against it;
 - (vii) the Member fails to comply with any properly approved code of practice published by or notified to Members by the Company.
- 8.5 The Board may put forward a lesser penalty for any of the above circumstances as it may see fit including (but not limited to) warning, reprimand or suspension.

9. Members' reserve power

- 9.1 The Members may, by special resolution, direct the Directors to take, or refrain from taking, specific action.
- 9.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

10. Chairing of meetings

The President for the time being shall be the Chair or in his absence the Directors may appoint one of their number to be the Chair of the Directors for the duration of the meeting.

11. Directors may delegate

11.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:

- (i) to such person or committee;
- (ii) by such means (including by power of attorney);
- (iii) to such an extent;
- (iv) in relation to such matters or territories; and
- (v) on such terms and conditions;

as they think fit.

11.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

11.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

12. Committees

12.1 Any Executive Committee to which the Directors delegate their powers of management of the Company must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

12.2 Committees to which the Directors delegate any of their powers shall consist of at least three or more members of the Advisory Council.

12.3 The Directors may make rules of procedure for all or any other appointed committees, which prevail over rules derived from the Articles if they are not consistent with them.

DECISION-MAKING BY DIRECTORS

13. Directors to take decisions collectively

Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with Article 18. The Directors shall take into consideration the recommendation of the Advisory Council when making a decision.

14. Calling a Directors' meeting

14.1 Two Directors may (and the Secretary, if any, must at the request of any Director) call a Directors' meeting.

14.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:

- (i) all the Directors agree; or
- (ii) urgent circumstances require shorter notice.

14.3 Notice of Directors' meetings must be given to each Director.

14.4 Every notice calling a Directors' meeting must specify:

- (i) the place, day and time of the meeting; and
- (ii) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

14.5 Notice of Directors' meetings need not be in Writing.

14.6 Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

15. Participation in Directors' meetings

15.1 Subject to the Articles, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

- (i) the meeting has been called and takes place in accordance with the Articles; and
- (ii) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

15.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

15.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

16. Quorum for Directors' meetings

16.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

16.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than three, and unless otherwise fixed it is the greater of three or one-third of the total number of Directors on the Board.

16.3 The total number of Directors of the Company at any time shall be no less than the greater of either

- (i) one fourth of the number of Advisory Council members from time to time; or

(ii) four,

but shall at no time be more than seven.

16.4 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:

(iii) to appoint further Directors; or

(iv) to call a general meeting so as to enable the voting Members to appoint further Directors.

17. Decision making at a meeting

17.1 Questions arising at a Directors' meeting shall be decided by a majority of votes.

17.2 In all proceedings of Directors each Director must not have more than one vote.

17.3 In case of an equality of votes, the President or in his absence, the Chair shall have a second or casting vote.

18. Decisions without a meeting

18.1 The Directors may take a unanimous decision without a Directors' meeting by indicating to each other by any means, including without limitation by Electronic Means, that they share a common view on a matter. Such a decision may, but need not, take the form of a resolution in Writing, copies of which have been signed by each Director or to which each Director has otherwise indicated agreement in Writing.

18.2 A decision which is made in accordance with Article 18.1 shall be as valid and effectual as if it had been passed at a meeting duly convened and held, provided the following conditions are complied with:

(i) approval from each Director must be received by one person being either such person as all the Directors have nominated in advance for that purpose or such other person as volunteers if necessary ("the Recipient"), which person may, for the avoidance of doubt, be one of the Directors;

(ii) following receipt of responses from all of the Directors, the Recipient must communicate to all of the Directors by any means whether the resolution has been formally approved by the Directors in accordance with this Article 18.2;

(iii) the date of the decision shall be the date of the communication from the Recipient confirming formal approval;

(iv) the Recipient must prepare a minute of the decision in accordance with Article 56.

19. Conflicts of interest

19.1 Whenever a Director finds himself or herself in a situation that is reasonably likely to give rise to a Conflict of Interest, he or she must declare his or her interest to the

Directors unless, or except to the extent that, the other Directors are or ought reasonably to be aware of it already.

- 19.2 If any question arises as to whether a Director has a Conflict of Interest, the question shall be decided by a majority decision of the other Directors.
- 19.3 Whenever a matter is to be discussed at a meeting or decided in accordance with Article 18 and a Director has a Conflict of Interest in respect of that matter then, subject to Article 20, he or she must:
- (i) remain only for such part of the meeting as in the view of the other Directors is necessary to inform the debate;
 - (ii) not be counted in the quorum for that part of the meeting; and
 - (iii) withdraw during the vote and have no vote on the matter.
- 19.4 When a Director has a Conflict of Interest which he or she has declared to the Directors, he or she shall not be in breach of his or her duties to the Company by withholding confidential information from the Company if to disclose it would result in a breach of any other duty or obligation of confidence owed by him or her.

20. Directors' power to authorise a conflict of interest

- 20.1 The Directors have power to authorise a Director to be in a position of Conflict of Interest provided:
- (i) in relation to the decision to authorise a Conflict of Interest, the conflicted Director must comply with Article 20.3;
 - (ii) in authorising a Conflict of Interest, the Directors can decide the manner in which the Conflict of Interest may be dealt with and, for the avoidance of doubt, they can decide that the Director with a Conflict of Interest can participate in a vote on the matter and can be counted in the quorum;
 - (iii) the decision to authorise a Conflict of Interest can impose such terms as the Directors think fit and is subject always to their right to vary or terminate the authorisation; and
- 20.2 If a matter, or office, employment or position, has been authorised by the Directors in accordance with Article 20.1 then, even if he or she has been authorised to remain at the meeting by the other Directors, the Director may absent himself or herself from meetings of the Directors at which anything relating to that matter, or that office, employment or position, will or may be discussed.
- 20.3 A Director shall not be accountable to the Company for any benefit which he or she derives from any matter, or from any office, employment or position, which has been authorised by the Directors in accordance with Article 20.1 (subject to any limits or conditions to which such approval was subject).

21. Register of Directors' interests

The Directors shall cause a register of Directors' interests to be kept. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared.

APPOINTMENT AND RETIREMENT OF DIRECTORS

22. Methods of appointing directors

- 22.1 Those persons notified to the Registrar of Companies as the first Directors of the Company shall be the first Directors.
- 22.2 Any person who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director:
- (i) by ordinary resolution; or
 - (ii) by a decision of the Directors.
- 22.3 All Directors must be members of the Advisory Council throughout their term.
- 22.4 In any case where, as a result of death, the Company has no Members and no Directors, the personal representatives of the last Member to have died have the right, by notice in writing, to appoint a person to be a Member.
- 22.5 For the purposes of Article 22.4, where two or more Members die in circumstances rendering it uncertain who was the last to die, a younger Member is deemed to have survived an older Member.

23. Termination of Director's appointment

A person ceases to be a Director as soon as:

- (i) the Director has served a consecutive term of six years;
- (ii) that person ceases to be a Director by virtue of any provision of the Companies Acts, or is prohibited from being a Director by law;
- (iii) a bankruptcy order is made against that person, or an order is made against that person in individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
- (iv) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (v) notification is received by the Company from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms (but only if at least two Directors will remain in office when such resignation has taken effect);
- (vi) that person ceases to be on the Advisory Council;

- (vii) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that the Director has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (viii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect of his or her property or affairs;
- (ix) the Director fails to attend six consecutive Directors' meetings and the Directors resolve that the Director be removed for this reason; or
- (x) a majority of the Directors present at the meeting at which such removal is considered, resolve to remove him or her from office following:
 - (a) a motion proposing such removal being proposed and seconded in a meeting of the Directors ;
 - (b) an explanation of why the motion has been proposed being provided to other Directors by those Directors who proposed and seconded the motion;
 - (c) the Director whose removal is proposed having been given an opportunity to defend his or her position in the meeting at which the motion is proposed or a subsequent meeting or by such other method as the Board shall decide is appropriate; and
 - (d) the motion having thereafter been debated in a meeting of the Directors; or
- (xi) at a general meeting of the Company, a resolution is passed that the Director be removed from office, provided the meeting has invited the views of the Director concerned and considered the matter in the light of such views.

24. Directors' remuneration

24.1 Directors may undertake any services for the Company that the Directors decide.

24.2 Directors are entitled to such remuneration as the Directors determine:

- (i) for their services to the Company as Directors; and
- (ii) for any other service which they undertake for the Company.

24.3 Subject to the Articles, a Director's remuneration may:

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

- 24.4 Unless the Directors decide otherwise, Directors' remuneration accrues from day to day.
- 24.5 Unless the Directors decide otherwise, Directors are not accountable to the Company for any remuneration which they receive as Directors or other officers or employees of the Company's subsidiaries or of any other body corporate in which the Company is interested.

25. Directors' expenses

The Company may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:

- (i) meetings of Directors or committees of Directors;
- (ii) general meetings; or
- (iii) separate meetings of any class of Members or of the holders of any debentures of the Company,

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

ADVISORY COUNCIL

26. Advisory Council

- 26.1 The Advisory Council shall be made up of a maximum of fifteen Members who have been elected by way of an ordinary resolution by the Members entitled to vote at the Extraordinary General Meeting in accordance with the following provisions:

- (i) Save for Sponsor Members and Corporate Members, each Member entitled to vote under Article 1.2 may nominate one Member willing to act as a candidate to be elected to the Advisory Council;
- (ii) each candidate shall only be eligible to stand for election on the Advisory Council provided that he or she is nominated in writing by at least two (2) Members in accordance with Article 26.1(i) above, and provided that such nominations are sent to the President at least 21 days prior to the next Extraordinary General Meeting;
- (iii) if the number of members of the Advisory Council exceeds the maximum number due to the number of elected candidates exceeding the number of places available on the Advisory Council, the Members entitled to vote present at the Extraordinary General Meeting shall vote by a show of hands. Each Member entitled to vote who is present at the Extraordinary General Meeting shall have such number of votes to vote for the elected candidates as the number of places available on the Advisory Council and the elected candidates whom such Members do not vote for shall be deemed to be voted against. The elected candidates with the highest number of votes shall be elected on the Advisory Council; ;

- (iv) if the number of members of the Advisory Council shall be below the maximum number immediately following any Extraordinary General Meeting, the President shall be entitled to appoint additional Members to the Advisory Council up to the number of members required to make up the maximum number of members allowed on the Advisory Council. Such additional appointees shall be deemed to have been as nominated for election on to the Advisory Council at the next Extraordinary General Meeting.
- 26.2 At the first Advisory Council meeting following the Annual General Meeting every third year following the adoption of these Articles (or at the next Advisory Council meeting following the position of President becoming vacant) and in any event within 45 days of the third Annual General Meeting following the adoption of these Articles the Advisory Council will elect a President of the Company for the ensuing three-year period. Any such person shall, if not a Director at the time of their appointment, become a Director upon his or her appointment as President.
- 26.3 The President within 10 days of taking office shall appoint from members of the Advisory Council at least one but no more than three Vice-Presidents; one Honorary Treasurer and one Honorary Secretary. Each Vice-President, Honorary Treasurer and Honorary Secretary and any successors to such persons as a result of a casual vacancy shall, if they were not Directors of the Company at the time of their appointment, become Directors upon their appointment.
- 26.4 The same person may be appointed as Vice-President, Honorary Secretary and/or Honorary Treasurer as the President (in consultation with the members of the Advisory Council) sees fit.
- 26.5 The President shall retire tri-annually, but shall be eligible for re-election save that no person shall hold the office of President for more than six consecutive years, unless given specific permission by resolution of the Board to extend this period to eight consecutive years in total in order to provide continuity of operation.
- 26.6 The Vice-Presidents, Honorary Treasurer Honorary Secretary and Directors shall retire tri-annually but shall be eligible for re-appointment save that no Director can serve more than six consecutive years. This does not preclude such Directors from remaining on the Advisory Council once they cease to be Directors.
- 26.7 The remaining members of the Advisory Council who are not appointed as President, Vice-President, Honorary Secretary and Honorary Treasurer shall retire after three years of being on the Advisory Council and shall be eligible for re-election unless, at the time of re-election, the member has served for twelve consecutive years or more as a member of the Advisory Council. In such circumstances, such members must stand down for at least one electoral year before offering themselves for re-election.
- 26.8 The number of Advisory Council meetings may be fixed by the Advisory Council by a decision of the Advisory Council, but it must never be less than two in each financial year and provided that each Advisory Council meeting shall be held not more than six months after the holding of the last preceding Advisory Council meeting.

27. Powers

- 27.1 The Advisory Council shall act as an advisory committee to the Board to ensure compliance with the Company's objects and to suggest strategy for the Company and to raise issues or matters of policy that should be considered by the Board.
- 27.2 The Advisory Council shall put forward any decisions made at an Advisory Council meeting to the Board or any appropriate Committee of the Board for their consideration, including any proposal to remove a Director from the Board. Such proposals are persuasive but not binding on the Board or any such Committee.
- 27.3 The Advisory Council shall have the power to nominate a Patron to be appointed. Such Patron if appointed by the Company, shall be automatically be appointed as an Honorary Fellow.
- 28. Advisory Council to take decisions collectively**
- Any decision of the Advisory Council must be a majority decision at a meeting.
- 29. Calling an Advisory Council's meeting**
- 29.1 Two members of the Advisory Council may (and the Secretary, if any, must at the request of any member of the Advisory Council) call an Advisory Council meeting.
- 29.2 An Advisory Council's meeting must be called by at least seven Clear Days' notice unless either:
- (i) all members of the Advisory Council agree; or
 - (ii) urgent circumstances require shorter notice.
- 29.3 Notice of an Advisory Council's meetings must be given to each member of the Advisory Council.
- 29.4 Every notice calling an Advisory Council's meeting must specify:
- (i) the place, day and time of the meeting; and
 - (ii) if it is anticipated that the Advisory Councils members participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 29.5 Notice of an Advisory Council's meetings need not be in Writing.
- 29.6 Notice of an Advisory Council's meetings may be sent by Electronic Means to an Address provided by the members of the Advisory Council's for the purpose.
- 30. Participation in an Advisory Council's meetings**
- 30.1 Subject to the Articles, the members of the Advisory Council participate in an Advisory Council's meeting, or part of an Advisory Council's meeting, when:
- (i) the meeting has been called and takes place in accordance with the Articles; and

- (ii) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 30.2 In determining whether the members of the Advisory Council are participating in an Advisory Council's meeting, it is irrelevant where any member of the Advisory Council is or how they communicate with each other.
- 30.3 If all the members of the Advisory Council participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

31. Quorum for an Advisory Council's meetings

- 31.1 At an Advisory Council's meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 31.2 The quorum for Advisory Council's meetings may be fixed from time to time by a decision of the members of the Advisory Council, but it must never be less than five (or one-third of the Council, whichever is the greater), two of whom must be either the President, a Vice-President, Honorary Secretary or Honorary Treasurer. For the avoidance of doubt, two Vice-Presidents shall be sufficient to comply with the requirement for two office holders to be part of the quorum.

32. Chairing of the Advisory Council's meetings

The President or in his or her absence a Vice-President, Honorary Secretary or Honorary Treasurer (in that order) and, if more than one Vice-President shall be present and willing to act the one who shall have served longest as a member of the Advisory Council shall preside as Chair of the Advisory Council's meeting.

33. Decision making at a meeting

- 33.1 Questions arising at an Advisory Council's meeting shall be decided by a majority of votes.
- 33.2 In all proceedings of the Advisory Council each member of the Advisory Council shall not have more than one vote.
- 33.3 In case of an equality of votes, the President or in his or her absence, the person acting as Chair shall have a second or casting vote.

34. Termination of an appointment of a member of the Advisory Council

A person ceases to be a member of the Advisory Council as soon as:

- (i) a registered medical practitioner who is treating that person gives a written opinion to the Company stating that the member has become physically or mentally incapable of acting as a member of the Advisory Council and may remain so for more than three months;
- (ii) an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his or her

detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect of his or her property or affairs;

- (iii) a member of the Advisory Council fails to attend any meetings of the Advisory Council for twelve consecutive months and the members of the Advisory Council resolve that the member of the Advisory Council be removed for this reason;
- (iv) a majority of the members of the Advisory Council present at the meeting at which such removal is considered, resolve to remove him or her from office following:
 - (a) a motion proposing such removal being proposed and seconded in a meeting of members of the Advisory Council;
 - (b) an explanation of why the motion has been proposed being provided to other members of the Advisory Council by those members who proposed and seconded the motion;
 - (c) the member whose removal is proposed having been given an opportunity to defend his or her position in the meeting at which the motion is proposed or a subsequent meeting or by such other method as the Advisory Council shall decide is appropriate; and
 - (d) the motion having thereafter been debated in a meeting of members of the Advisory Council; or
 - (e) at a general meeting of the Company, a resolution is passed that the member of the Advisory Council be removed from office, provided the meeting has invited the views of the member of the Advisory Council concerned and considered the matter in the light of such views;
 - (f) should the member of the Advisory Council being removed from office also be a Director then his or her removal will also result in his or her immediate termination as a Director in accordance with Article 23.

35. Remuneration for members of the Advisory Council

- 35.1 No individual member of the Advisory Council shall receive any payment from the Company in respect of attendance at Advisory Council or other meetings, exhibitions or events related to the Company's activities other than reasonable travel and subsistence expenses where such reasonable expenses are to be first approved by the Advisory Council or by the Honorary Treasurer on behalf of the Company prior to any expenditure. The amount of any such expenses paid to individual Advisory Council members shall be reported at the next Advisory Council meeting. Nothing in this clause shall prevent a member of the Advisory Council or an organisation of which an Advisory Council member is associated with from being paid at fair value for goods or services provided by the Advisory Council member (or such associated organisation) in the ordinary course of business and which are subject to prior written confirmation from the Executive Committee or Board of the Company duly authorised to make such commitment.

BECOMING AND CEASING TO BE A MEMBER

36. Becoming a Member

- 36.1 The existing Members of the Company at the date of adoption of these Articles shall continue to be Members of the Company of the same class or description as they were prior to the adoption of these Articles and subject to these Articles and all rules and bye laws adopted by the Board. Where there is no direct class or description the Member will automatically default to being a Full Member or Fellow as designated by the Board.
- 36.2 Such other persons as are admitted to membership in accordance with the Articles shall be Members of the Company.
- 36.3 Any person who wishes to become a Member shall deliver to the Company a completed membership application form and such supporting evidence or references as the Board require for being considered as a Member.
- 36.4 The Directors, or a committee set up for the purpose by the Directors, will approve all applications for membership of the Company.

37. Termination of membership

- 37.1 Membership is not transferable to anyone else.
- 37.2 Membership may be terminated in the circumstances set out in Article 8.4.
- 37.3 Membership shall terminate if the Member dies or ceases to exist.
- 37.4 If a person ceases to be a Member of the Company, they shall discontinue the use of any letters or other abbreviations and shall not use any designation or other description to represent in any way a present or past Membership or connection with the Company.

ORGANISATION OF GENERAL MEETINGS

38. General meetings

- 38.1 The Directors may call a general meeting at any time.
- 38.2 The Directors must call a general meeting if required to do so by the Members under the Companies Acts.
- 38.3 The Company shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Board, and shall specify the meeting as such in the notices calling it, provided that each Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
- 38.4 All general meetings other than the Annual General Meetings shall be called Extraordinary General Meetings.

- 38.5 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also that which is transacted at an Annual General Meeting shall be deemed special, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the auditors, the election of members of the Advisory Council in place of those retiring, confirmation of the appointment of new members to the Advisory Council and/or the Board and the appointment of, and fixing of the remuneration of, the auditors.

39. Length of notice

All general meetings must be called by either:

- (i) at least 14 Clear Days' notice; or
- (ii) shorter notice if it is so agreed by a majority of the Members having a right to attend and vote at that meeting. Any such majority must together represent at least 90% of the total voting rights at that meeting of all the Members.

40. Contents of notice

- 40.1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted.
- 40.2 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.
- 40.3 In every notice calling a meeting of the Company there must appear with reasonable prominence a statement informing the member of his or her rights to appoint another person as his or her proxy at a general meeting.

41. Service of notice

Notice of general meetings must be given to every Member entitled to attend and vote, to the Directors and to the auditors of the Company.

42. Attendance and speaking at general meetings

- 42.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 42.2 A person is able to exercise the right to vote at a general meeting when:
- (i) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and
 - (ii) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

- 42.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 42.4 In determining attendance at a general meeting, it is immaterial whether any two or more Members attending it are in the same place as each other.
- 42.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.

43. Quorum for general meetings

- 43.1 No business (other than the appointment of the Chair of the meeting) may be transacted at any general meeting unless a quorum is present.
- 43.2 Fifteen persons entitled to vote on the business to be transacted (each being a voting Member, a proxy for a voting Member or a duly Authorised Representative of a voting Member) shall be a quorum.
- 43.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

44. Chairing general meetings

- 44.1 The President or in his or her absence, a Vice President, or in the event that none of them are present some other Director nominated by the Board and willing to act will preside as Chair of every general meeting.
- 44.2 If no Director is willing to act as Chair of the meeting, or if no Director is present within fifteen minutes after the time appointed for holding the meeting, the Members present in person or by proxy and entitled to vote must choose one of their number to be the Chair, save that a proxy holder who is not a Member entitled to vote shall not be entitled to be appointed as Chair.

45. Attendance and speaking by Directors and non-Members

- 45.1 A Director may, even if not a Member, attend and speak at any general meeting.
- 45.2 The Chair may permit other persons who are not Members of the Company to attend and speak at a general meeting.

46. Adjournment

- 46.1 The Chair may adjourn a general meeting at which a quorum is present if:
- (i) the meeting consents to an adjournment; or

- (ii) it appears to the Chair that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 46.2 The Chair must adjourn a general meeting if directed to do so by the meeting.
- 46.3 When adjourning a general meeting, the Chair must:
 - (i) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors; and
 - (ii) have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 46.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Company must give at least seven Clear Days' notice of it:
 - (i) to the same persons to whom notice of the Company's general meetings is required to be given; and
 - (ii) containing the same information which a notice of general meeting is required to contain.
- 46.5 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

47. Voting: general

- 47.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 47.2 A person who is not a Member of the Company shall not have any right to vote at a general meeting of the Company; but this is without prejudice to any right to vote on a resolution affecting the rights attached to a class of the Company's debentures.
- 47.3 Article 47.2 shall not prevent a person who is a proxy for a voting Member or a duly Authorised Representative from voting at a general meeting of the Company.
- 47.4 The Student Members, the Associate Members, and the Emeritus Members shall have no right to vote or to receive notice of or to attend or vote at general meetings of the Company.
- 47.5 The Full Members, Fellows, Honorary Fellows and Authorised Representatives of Sponsor and Corporate Members shall be entitled to receive notice of, to attend and to vote at, general meetings of the Company in accordance with the provisions in Article 48.

48. Votes

- 48.1 On a vote on a resolution on a show of hands at a meeting every person present in person (whether a voting Member, proxy or Authorised Representative of a voting Member) and entitled to vote shall have a maximum of one vote.
- 48.2 On a vote on a resolution on a poll at a meeting every voting Member present in person or by proxy or Authorised Representative shall have one vote.
- 48.3 In the case of an equality of votes, whether on a show of hands or on a poll, the Chair shall be entitled to a casting vote.
- 48.4 No voting Member shall be entitled to vote at any general meeting unless all monies presently payable by him, her or it to the Company have been paid.
- 48.5 The following provisions apply to any organisation that is a Sponsor Member or Corporate Member:
- (i) a Sponsor Member or Corporate Member may nominate any individual to act as its representative (“an Authorised Representative”) at any meeting of the Company;
 - (ii) the Sponsor Member or Corporate Member must give notice in Writing to the Company of the name of its Authorised Representative. The Authorised Representative will not be entitled to represent the Sponsor Member or Corporate Member at any meeting of the Company unless such notice has been received by the Company. The Authorised Representative may continue to represent the Sponsor Member or Corporate Member until notice in Writing is received by the Company to the contrary;
 - (iii) a Sponsor Member or Corporate Member may appoint an Authorised Representative to represent it at a particular meeting of the Company or at all meetings of the Company until notice in Writing to the contrary is received by the Company;
 - (iv) any notice in Writing received by the Company shall be conclusive evidence of the Authorised Representative’s authority to represent the Sponsor Member or Corporate Member or that his or her authority has been revoked. The Company shall not be required to consider whether the Authorised Representative has been properly appointed by the Sponsor Member or Corporate Member;
 - (v) an individual appointed by a Sponsor Member or Corporate Member to act as its Authorised Representative is entitled to exercise (on behalf of the Sponsor Member or Corporate Member) the same powers as the Sponsor Member or Corporate Member could exercise if it were an individual member;
 - (vi) on a vote on a resolution at a meeting of the Company, the Authorised Representative has the same voting rights as the Sponsor Member or Corporate Member would be entitled to if it was an individual member present in person at the meeting; and

- (vii) the power to appoint an Authorised Representative under this Article 48.5 is without prejudice to any rights which the Sponsor Member or Corporate Member has under the Companies Acts and the Articles to appoint a proxy or a corporate representative.

49. Poll votes

49.1 A poll on a resolution may be demanded:

- (i) in advance of the general meeting where it is to be put to the vote; or
- (ii) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.

49.2 A poll may be demanded by:

- (i) the Chair;
- (ii) the Directors;
- (iii) two or more persons having the right to vote on the resolution;
- (iv) any person, who, by virtue of being appointed proxy for one or more Members having the right to vote at the meeting, holds two or more votes; or
- (v) a person or persons representing not less than one tenth of the total voting rights of all the Members having the right to vote on the resolution.

49.3 A demand for a poll may be withdrawn if:

- (i) the poll has not yet been taken; and
- (ii) the Chair of the meeting consents to the withdrawal.

49.4 Polls must be taken immediately and in such manner as the Chair of the meeting directs.

50. Errors and disputes

50.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.

50.2 Any such objection must be referred to the Chair of the meeting whose decision is final.

51. Content of proxy notices

51.1 Proxies may only validly be appointed by a notice in writing (a "Proxy Notice") which:

- (i) states the name and address of the Member appointing the proxy;
 - (ii) identifies the person appointed to be that Member's proxy and the general meeting in relation to which that person is appointed;
 - (iii) is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (iv) is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- 51.2 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.
- 51.3 Proxy Notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 51.4 Unless a Proxy Notice indicates otherwise, it must be treated as:
- (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

52. Delivery of proxy notices

- 52.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid Proxy Notice has been delivered to the Company by or on behalf of that person.
- 52.2 An appointment under a Proxy Notice may be revoked by delivering to the Company a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given.
- 52.3 A notice revoking the appointment of a proxy only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.

53. Amendments to resolutions

- 53.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- (i) notice of the proposed amendment is given to the Company in Writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the Chair of the meeting may determine); and
 - (ii) the proposed amendment does not, in the reasonable opinion of the Chair of the meeting, materially alter the scope of the resolution.

- 53.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- (i) the Chair proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (ii) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 53.3 If the Chair, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the Chair's error does not invalidate the vote on that resolution.

WRITTEN RESOLUTIONS

54. Written resolutions

- 54.1 Subject to Article 54.3, a written resolution of the Company passed in accordance with this Article 54 shall have effect as if passed by the Company in general meeting:
- (i) A written resolution is passed as an ordinary resolution if it is passed by a simple majority of the total voting rights of eligible Members.
 - (ii) A written resolution is passed as a special resolution if it is passed by Members representing not less than 75% of the total voting rights of eligible Members. A written resolution is not a special resolution unless it states that it was proposed as a special resolution.
- 54.2 In relation to a resolution proposed as a written resolution of the Company the eligible Members are the Members who would have been entitled to vote on the resolution on the circulation date of the resolution.
- 54.3 A Members' resolution under the Companies Acts removing a Director or an auditor before the expiration of his or her term of office may not be passed as a written resolution.
- 54.4 A copy of the written resolution must be sent to every eligible Member together with a statement informing the Member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse. Communications in relation to written notices shall be sent to the Company's auditors in accordance with the Companies Acts.
- 54.5 An eligible Member signifies their agreement to a proposed written resolution when the Company receives from him or her an authenticated Document identifying the resolution to which it relates and indicating his or her agreement to the resolution.
- (i) If the Document is sent to the Company in Hard Copy Form, it is authenticated if it bears the eligible Member's signature.
 - (ii) If the Document is sent to the Company by Electronic Means, it is authenticated if it bears the eligible Member's signature or if the identity of the Member is confirmed in a manner agreed by the Directors or if it is from

an email Address notified by the Member to the Company for the purposes of receiving Documents or information by Electronic Means.

- 54.6 A written resolution is passed when the required majority of eligible Members have signified their agreement to it.
- 54.7 A proposed written resolution lapses if it is not passed within 28 days beginning with the circulation date.

ADMINISTRATIVE ARRANGEMENTS AND MISCELLANEOUS

55. Means of communication to be used

- 55.1 Subject to the Articles, anything sent or supplied by or to the Company under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 55.2 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or Documents for the time being.
- 55.3 A Director may agree with the Company that notices or Documents sent to that Director in a particular way are to be deemed to have been received within an agreed time of their being sent, and for the agreed time to be less than 48 hours.

56. Irregularities

The proceedings at any meeting or on the taking of any poll or the passing of a written resolution or the making of any decision shall not be invalidated by reason of any accidental informality or irregularity (including any accidental omission to give or any non-receipt of notice) or any want of qualification in any of the persons present or voting or by reason of any business being considered which is not referred to in the notice unless a provision of the Companies Acts specifies that such informality, irregularity or want of qualification shall invalidate it.

57. Minutes

- 57.1 The Directors must cause minutes to be made in books kept for the purpose:
- (i) of all appointments of officers made by the Directors;
 - (ii) of all resolutions of the Company and of the Directors;
 - (iii) of all proceedings at meetings of the Company and of the Directors, and of committees of Executive Committee, including the names of the Directors present at each such meeting;
 - (iv) of all appointments of the members of the Advisory Council;

(v) of all resolutions of the Advisory Council; and

(vi) of all proceedings at meetings of the Advisory Council;

and any such minute, if purported to be signed (or in the case of minutes of Directors' meetings signed or authenticated) by the Chair of the meeting at which the proceedings were had, or by the Chair of the next succeeding meeting, shall, as against any Member, Director or member of the Advisory Council of the Company, be sufficient evidence of the proceedings.

57.2 The minutes must be kept for at least ten years from the date of the meeting, resolution or decision.

58. Records and accounts

The Directors shall comply with the requirements of the Companies Acts as to maintaining a Members' register, keeping financial records, the audit or examination of accounts and the preparation and transmission to the Registrar of Companies and the Regulator of:

(i) annual reports;

(ii) annual returns; and

(iii) annual statements of account.

59. Indemnity

59.1 Subject to Article 59.2 a relevant Director of the Company or an associated company may be indemnified out of the Company's assets against:

(i) any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to the Company or an associated company;

(ii) any liability incurred by that Director in connection with the activities of the Company or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and

(iii) any other liability incurred by that Director as an officer of the Company or an associated company.

59.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

59.3 In this Article:

(i) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

- (ii) a “relevant Director” means any Director or former Director of the Company or an associated company.

60. Insurance

60.1 The Directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant Director in respect of any relevant loss.

60.2 In this Article:

- (i) a “relevant Director” means any Director or former Director of the Company or an associated company;
- (ii) a “relevant loss” means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director’s duties or powers in relation to the Company, any associated company or any pension fund or employees’ share scheme of the company or associated company; and
- (iii) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

61. Exclusion of model articles

The relevant model articles for a company limited by guarantee are hereby expressly excluded.

SCHEDULE 1

INTERPRETATION

Defined terms

1. In the Articles, unless the context requires otherwise, the following terms shall have the following meanings:

Term	Meaning
1.1 “Address”	an email address used for the purposes of sending or receiving Documents by Electronic Means;
1.2 “Advisory Council”	the advisory council as from time to time constituted in accordance with Article 26;
1.3 “Articles”	the Company’s articles of association;
1.4 “asset-locked body”	(i) a community interest company, a charity or a Permitted Industrial and Provident Society as defined as an industrial and provident society which has a restriction on the use of its assets in accordance with Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations 2006 or Regulation 4 of the Community Benefit Societies (Restriction on Use of Assets) Regulations (Northern Ireland) 2006; or (ii) a body established outside the United Kingdom that is equivalent to any of those;
1.5 “Associate Member”	shall have the meaning given to it in Article 1.2
1.6 “Authorised Representative”	any individual nominated by a Sponsor Member or Corporate Member to act as its representative at any meeting of the Company in accordance with Article 48;
1.7 “bankruptcy”	includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;
1.8 “Board”	the board of Directors of the Company;
1.9 “Chair”	a person in charge of a meeting or a department body; a chairperson;
1.10 “Circulation Date”	in relation to a written resolution, has the meaning given to it in the Companies Acts;

1.11	“Clear Days”		in relation to the period of a notice, 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;
1.12	“community”		is to be construed in accordance with accordance with Section 35(5) of the Company’s (Audit Investigations and Community Enterprise) Act 2004;
1.13	“Companies Acts”		the Companies Acts (as defined in Section 2 of the Companies Act 2006), in so far as they apply to the Company;
1.14	“Company”		BRITISH KINEMATOGRAPH SOUND AND ~~DKSTS C.L.C.~~ ; TELEVISION SOCIETY C.L.C.
1.15	“Conflict of Interest”		any direct or indirect interest of a Director (whether personal, by virtue of a duty of loyalty to another organisation or otherwise) that conflicts, or might conflict with the interests of the Company;
1.16	“Corporate Member”		shall have the meaning given to it in Article 1.2;
1.17	“Director”		a director of the Company, and includes any person occupying the position of director, by whatever name called;
1.18	“Document”		includes, unless otherwise indicated, any Document sent or supplied in Electronic Form;
1.19	“Electronic Form” “Electronic Means”	and	have the meanings respectively given to them in Section 1168 of the Companies Act 2006;
1.20	“Emeritus Member”		shall have the meaning given to it in Article 1.2;
1.21	“Executive Committee”		the committee appointed by the Board of Directors to manage the day-to-day activities of the Company;
1.22	“Fellow”		shall have the meaning given to it in Article 1.2;
1.23	“Full Member”		shall have the meaning given to it in Article 1.2;
1.24	“Hard Copy Form”		has the meaning given to it in the Companies Act 2006;
1.25	“Honorary Fellow”		shall have the meaning given to it in Article 1.2;
1.26	“Member”		includes the categories of Student Members,

Associate Members, Honorary Fellows, Emeritus Members, Sponsor Members, Corporate Members, Fellows and/or Full Members;

- 1.27 “paid”** paid or credited as paid;
- 1.28 “participate”** in relation to a Directors’ meeting, has the meaning given in Article 14;
- 1.29 “Patron”** any such person appointed by the Advisory Council in accordance with article 27.3;
- 1.30 “President”** the president of the Advisory Council as elected in accordance with article 26.2;
- 1.31 “Proxy Notice”** has the meaning given in Article 51;
- 1.32 “Regulator”** the Regulator of Community Interest Companies;
- 1.33 “representative”** an individual chosen to act and speak on behalf of an individual Member or a Sponsor Member or a Corporate Member;
- 1.34 “Secretary”** the secretary of the Company (if any);
- 1.35 “Sponsor Member”** shall have the meaning given to it in Article 1.2;
- 1.36 “Student Member”** shall have the meaning given to it in Article 1.2;
- 1.37 “subsidiary”** has the meaning given in section 1159 of the Companies Act 2006;
- 1.38 “transfer”** includes every description of disposition, payment, release or distribution, and the creation or extinction of an estate or interest in, or right over, any property; and
- 1.39 “Writing”** the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in Electronic Form or otherwise.
2. Subject to clause 3 of this Schedule, any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or amended from time to time and to any subordinate legislation made under it.
3. Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when the Articles become binding on the Company.

02946/25

Please ensure this form is placed at the top of your application when posted to Companies House.

CIC 37

Declarations on Conversion to a Community Interest Company¹

Please complete in typescript, or in bold black capitals.

Company Number

00412856

Company Name in full

BRITISH KINEMATOGRAPH SOUND AND TELEVISION SOCIETY

Limited

Proposed Company Name in full

~~BRITISH K.I.C.~~
BRITISH KINEMATOGRAPH SOUND AND TELEVISION SOCIETY C.I.C.

SECTION A: COMMUNITY INTEREST STATEMENT – beneficiaries

1. We~~A~~, the undersigned, declare that the company will carry on its activities for the benefit of the community, or a section of the community². [Insert a short description of the community, or section of the community, which it is intended that the company will benefit in the space provided below]³

The company's activities will provide benefit to ...

the people or organisations who are interested in the technical or production side of the moving image industry including the viewing public.

COMPANY NUMBER

001500

SECTION B: Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your company is eligible to become a community interest company.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? <i>(The community will benefit by...)</i>
To promote the pursuit of excellence within all elements of the moving image industries at all times	The community will benefit by receiving the excellent standards from all elements of the moving image industries at all times.
To promote and support the education of students on relevant courses of study at any level to the highest standards	The next generation of people who are interested in the moving image industry will receive support and education which will encourage development of the industry and the community will benefit by receiving a higher standard of production.
If the company makes any surplus it will be used for⁴ ... the benefit of community or be reinvested into the Company to promote the objects of the Company	

(Please continue on separate continuation sheet if necessary.)

COMPANY NUMBER

00411-430

SECTION B: Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your company is eligible to become a community interest company.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? <i>(The community will benefit by...)</i>
To interact with the moving image industries as defined at any time to ensure that the Company's activities continue to embrace relevant new technologies as these are developed and implemented.	The community will benefit by receiving and viewing the new technologies within the moving image industry.
To support diversity within its membership and to seek to recruit members from diverse backgrounds regardless of age, gender, race, disability, religion or sexual orientation.	The community will benefit by receiving a broad range of diversified perspective within the moving image industry. This will encourage participation of and contribution from people from a range of diversified backgrounds who are interested in the moving image industry.
If the company makes any surplus it will be used for ⁴ ...	

(Please continue on separate continuation sheet if necessary.)

COMPANY NUMBER

0311/10

SECTION B: Community Interest Statement – Activities & Related Benefit

Please indicate how it is proposed that the company's activities will benefit the community, or a section of the community. Please provide as much detail as possible to enable the CIC Regulator to make an informed decision about whether your company is eligible to become a community interest company.

Activities (Tell us here what the company is being set up to do)	How will the activity benefit the community? <i>(The community will benefit by...)</i>
To provide continuing professional development on a range of relevant subjects for moving image industry practitioners through seminars, sponsored events and the use of other media.	The community will benefit by receiving higher standards of creations produced by the moving image industry owing to the technical knowledge gained and developed through such professional development.
To work with organisations in all parts of the of the industry including without limitation equipment manufacturers, software vendors, film production companies and those responsible for exhibition of product to evaluate standards and provide access for members to information about and demonstrations of the latest moving image industry technologies, devices software and services.	This will ensure that the standard for all parts and sectors of the moving image industry shall be maintained and improved as a whole. The community will benefit by receiving a consistent standard across the moving image industry.
If the company makes any surplus it will be used for ⁴ ...	

(Please continue on separate continuation sheet if necessary.)

COMPANY NUMBER

00412576

SECTION C: Declarations on conversion to a community interest company

Declaration 1

We, the undersigned, declare and understand that the company in respect of which this application is made:

(a) cannot be an incorporated charity and a community interest company⁵

AND;

(b) if we are an existing incorporated charity that we have been given written consent from the Charity Commission or the Scottish Charity Regulator⁶ to the company's conversion to a community interest company

Declaration 2

We, the undersigned, declare that the company in respect of which this application is made will not be:

(a) a political party;

(b) a political campaigning organisation; or

(c) a subsidiary of a political party or of a political campaigning organisation.⁷

SECTION D: SIGNATORIES

Each person who is a director of the company must sign the declarations.

Signed

R J Brown

Date

03/04/17

Signed

M A

Date

03/04/17

Signed

N J C / J M

Date

03/04/17

Signed

R M Hughes

Date

03/04/17

Signed

B J C

Date

03/04/17

(Please continue on separate continuation sheet if necessary.)

COMPANY NUMBER

00412856

SECTION C: Declarations on conversion to a community interest company**Declaration 1**

We ☒, the undersigned, declare and understand that the company in respect of which this application is made:

(a) cannot be an incorporated charity and a community interest company⁵

AND;

(b) if we are an existing incorporated charity that we have been given written consent from the Charity Commission or the Scottish Charity Regulator⁶ to the company's conversion to a community interest company

Declaration 2

We ☒, the undersigned, declare that the company in respect of which this application is made will not be:

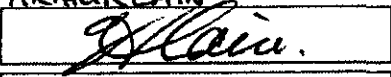
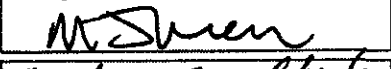
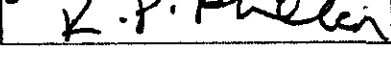
(a) a political party;

(b) a political campaigning organisation; or

(c) a subsidiary of a political party or of a political campaigning organisation.⁷

SECTION D: SIGNATORIES

Each person who is a director of the company must sign the declarations.

Signed	ARTHUR CAIN 	Date	29/3/17
Signed		Date	03/04/17
Signed	 Angela Boudreau	Date	03/04/17
Signed		Date	03/04/17
Signed		Date	08/04/17

(Please continue on separate continuation sheet if necessary.)

CHECKLIST

This form must be accompanied by the following documents:

- (a) Model Resolution to convert a company to a CIC
- (b) Form NM01- Notice of change of name
- (c) A printed copy of the articles of the company as altered by the special resolutions
- (d) Any completed continuation sheets
- (e) A cheque or postal order for £25 made payable to Companies House.

You do not have to give any contact information in the box opposite but if you do, it will help the Registrar of Companies to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

IKLM LLP
City House
3 Cranwood Street
London
EC1V 3J7

Tel +44 (20) 749 7888

DX Number DX 3601 DX Exchange Finsbury

When you have completed and signed the form, please ensure it is placed at the top of your application and send it to the Registrar of Companies at:

For companies registered in England and Wales: New Companies Section, Companies House, Crown Way, Cardiff, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland: Companies House, 4th Floor, Edinburgh Quay 2, 139 Fountainbridge, EH3 9FF DX 235 Edinburgh

For companies registered in Northern Ireland: Companies House, 2nd Floor, The Linenhall, 32-38 Linenhall Street, Belfast, BT2 8BG

NOTES

¹ This form will be placed on the public record. Any information relevant to the application that you do not wish to appear on the public record, should be described in a separate letter addressed to the CIC Regulator and delivered to the Registrar of Companies with the other documents.

² The community interest test is referred to in section 35 of the Companies (Audit, Investigations and Community Enterprise) Act 2004 and is expanded upon in regulations 3, 4 & 5 of the Regulations.

³ E.g. "the residents of Oldtown" or "those suffering from XYZ disease".

⁴ It is expected that surpluses will be primarily used to benefit the community or be reinvested into the company to promote its aims rather than for the personal gain of shareholders and/or directors.

⁵ A community interest company cannot benefit from charitable status. An existing company which wishes to become a community interest company must either not have charitable status or must satisfy the criteria set out in section C declaration 2(b).

⁶ A Scottish charitable company is a company, which is a Scottish charity. A Scottish charity is a body entered in the Scottish Charity register, kept by the Office of the Scottish Charity Regulator under the Charities and Trustee Investment (Scotland) Act 2005.

⁷ A company is not eligible to be formed as a community interest company if it will be an "excluded company". If you are not sure whether the company which you wish to form falls into any of these categories, you should refer to the definitions of the terms "political party", "political campaigning organisation" and "subsidiary" (and of the related terms "election", "governmental authority", "public authority" and "referendum") in Regulation 2 of the Regulations before completing this form.



Certificate of Incorporation on becoming a Community Interest Company

Company No. 412856

The Registrar of Companies for England and Wales hereby certifies that under the companies Act 2006:

**BRITISH KINEMATOGRAPH.SOUND AND TELEVISION
SOCIETY**

having changed its name; is now a Community Interest Company; and is incorporated under the name of:

**BRITISH KINEMATOGRAPH SOUND AND TELEVISION
SOCIETY C.I.C.**

Given at Companies House on **3rd May 2017**



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**