

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company Number **12213577**

The Registrar of Companies for England and Wales, hereby certifies that

BETTING AND GAMING COUNCIL

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 **18th September 2019**



* N12213577F *



Companies House



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House

IN01_(ef)

Application to register a company



Received for filing in Electronic Format on the: **18/09/2019**

X8E9Q2WX

Company Name in full: **BETTING AND GAMING COUNCIL**

I confirm that the proposed company name contains sensitive or restricted words or expressions and that approval, where appropriate, has been sought of a government department or other specified body and I attach a copy of their response

I confirm that the above proposed company meets the conditions for exemption from the requirements to have a name ending with 'Limited' or permitted alternatives

Company Type: **Private company limited by guarantee**

Situation of Registered Office: **England and Wales**

Proposed Registered Office Address: **65 BUCKINGHAM PALACE ROAD
LONDON
UNITED KINGDOM SW1W 0PP**

Sic Codes: **92000**

Proposed Officers

Company Secretary 1

Type: **Person**

Full Forename(s): **CIARAN**

Surname: **O'BRIEN**

Service Address: **recorded as Company's registered office**

The subscribers confirm that the person named has consented to act as a secretary.

Company Director 1

Type: **Person**
Full Forename(s): **BRIGID**
Surname: **SIMMONDS**
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/04/1958** **Nationality:** **BRITISH**
Occupation: **NONE**

The subscribers confirm that the person named has consented to act as a director.

Company Director 2

Type: **Person**
Full Forename(s): **SIMON**
Surname: **REYNOLDS**
Service Address: **recorded as Company's registered office**
Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/11/1968** **Nationality:** **BRITISH**
Occupation: **NONE**

The subscribers confirm that the person named has consented to act as a director.

Company Director 3

Type: **Person**

Full Forename(s): **ADAM**

Surname: **BRICKELL**

Service Address: recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/06/1980** *Nationality:* **BRITISH**

Occupation: NONE

The subscribers confirm that the person named has consented to act as a director.

Company Director **4**

Type: Person

Full Forename(s): SIMON CARL

Surname: BETTELEY

Service Address: recorded as Company's registered office

Country/State Usually Resident: **GIBRALTAR**

Date of Birth: ****/01/1968** *Nationality:* **BRITISH**

Occupation: NONE

The subscribers confirm that the person named has consented to act as a director.

Company Director **5**

Type: Person

Full Forename(s): **AIMEE**

Surname: **HORWOOD**

Service Address: recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: ****/04/1994** *Nationality:* **BRITISH**

Occupation: NONE

The subscribers confirm that the person named has consented to act as a director.

Persons with Significant Control (PSC)

Statement of no PSC

The company knows or has reason to believe that there will be no registerable Person with Significant Control or Relevant Legal Entity (RLE) in relation to the company

Statement of Guarantee

I confirm that if the company is wound up while I am a member, or within one year after I cease to be a member, I will contribute to the assets of the company by such amount as may be required for:

- payments of debts and liabilities of the company contracted before I cease to be a member;
- payments of costs, charges and expenses of winding up, and;
- adjustment of the rights of the contributors among ourselves, not exceeding the specified amount below.

Name: SIMON REYNOLDS
Address 65 BUCKINGHAM PALACE ROAD
LONDON
UNITED KINGDOM
SW1W 0PP

Amount Guaranteed £1.00
Name: BRIGID SIMMONDS
Address 65 BUCKINGHAM PALACE ROAD
LONDON
UNITED KINGDOM
SW1W 0PP

Amount Guaranteed £1.00
Name: AIMEE HORWOOD
Address 65 BUCKINGHAM PALACE ROAD
LONDON
UNITED KINGDOM
SW1W 0PP

Amount Guaranteed £1.00
Name: ADAM BRICKELL
Address 65 BUCKINGHAM PALACE ROAD
LONDON
UNITED KINGDOM
SW1W 0PP

Amount Guaranteed £1.00
Name: SIMON CARL BETTELEY
Address 65 BUCKINGHAM PALACE ROAD
LONDON
UNITED KINGDOM
SW1W 0PP

Amount Guaranteed **£1.00**

Statement of Compliance

I confirm the requirements of the Companies Act 2006 as to registration have been complied with.

Authorisation

Authoriser Designation: **subscriber**

Authenticated **YES**

COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

Betting and Gaming Council

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

Authentication by each subscriber

Simon Carl Betteley

Adam Brickell

Aimee Horwood

Simon Reynolds

Brigid Simmonds

Dated: 18 September 2019

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
Betting and Gaming Council

INTERPRETATION, OBJECTS AND LIMITATION OF LIABILITY

1 INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006;

Articles: means the Company's articles of association for the time being in force;

Association: means Betting and Gaming Council;

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

Category A Full Member: means an individual or organisation that has been accepted for Category A Full Membership as defined in Article 7.1.1;

Category B Full Member: means an individual or organisation that has been accepted for Category B Full Membership as defined in Article 7.1.2;

Category C Full Member: means an individual or organisation that has been accepted for Category C Full Membership as defined in Article 7.1.3;

Category D Full Member: means an individual or organisation that has been accepted for Category D Full Membership as defined in Article 7.1.4;

document: includes, unless otherwise specified, any document sent or supplied in electronic form;

electronic form: has the meaning given in section 1168 of the Act;

Full Member: means such person or organisation that has been accepted for full membership in accordance with the requirements of these Articles;

Gambling Commission: means the body responsible for regulating gambling and supervising gaming law in the UK or such successor to it;

Member: means a person or organisation who has been accepted as a member and whose name is entered in the Register of Members of the Association and **Membership** shall be construed accordingly;

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles and reference to a numbered "**Model Article**" is a reference to that article of the Model Articles;

secretary: means the secretary of the Association and any other person appointed to perform the duties of the secretary of the Association, including a joint, assistant or deputy secretary;

special resolution: has the meaning given in section 283 of the Act;

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

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Unless expressly provided otherwise, a reference to a statute or statutory provision shall include any subordinate legislation from time to time made under that statute or statutory provision.
- 1.4 The Model Articles shall apply to the Association, except in so far as they are modified or excluded by these Articles.
- 1.5 References in the Model Articles to the "Company", the "board of directors", "director" and "chairman of directors" shall be deemed to denote respectively "Association", the "Executive Committee", "Executive Committee Member" and "Chairman of the Executive Committee".
- 1.6 The following Model Articles shall not apply to the Company: 1 (Defined terms); 2 (Liability of Members); 8 (Unanimous decisions); 9(1) (Calling a directors' meeting); 11(2) and (3) (Quorum for directors' meeting); 12 (Chairing of directors' meetings); 13 (Casting vote); 17(2) (Methods of appointing directors); 21 (Applications for membership); 22 (Termination of membership); 27 (1), (3), (5) ad (6) (Adjournment); 38 (Indemnity); and 39 (Insurance).
- 1.7 Model Article 3 (Directors' general authority) shall be amended by the insertion of the words "in accordance with its objects" after the words "the management of the Company's business".

2 OBJECTS

- 2.1 The objects for which the Association is established are:

- 2.1.1 to encourage high standards of probity and integrity within the betting and gaming industry, both for the benefit of its Members and the public generally including promoting, adopting and ensuring appropriate safer gambling initiatives;
- 2.1.2 to encourage social responsibility within the betting and gaming industry effected through various means including support for charities and initiatives to help those who have gambling problems;
- 2.1.3 to provide an organisation for the benefit and service of Great British licensed gambling, betting and gaming operators, operating within the betting and gaming industry of Great Britain and to represent the interests of its Members in Northern Ireland, EEA, the Channel Islands and Isle of Man and any other jurisdiction that members of the Association have interests in;
- 2.1.4 to undertake engagement on behalf of Members with appropriate trade organisations, employer' organisations, government bodies, media bodies and other relevant entities;
- 2.1.5 to represent, express and give effect to the views and opinions of Members of the Association on all matters concerning betting and gaming;
- 2.1.6 to promote and secure co-operative action on the part of the Members in advancing common interests;
- 2.1.7 to collect and express representative opinion within the betting and gaming industry particularly involving relations between Her Majesty's Government and the betting and gaming industry;
- 2.1.8 to engage with the Gambling Commission in Great Britain and other country regulators to monitor that the regulation of the betting and gaming industry satisfies policy requirements, and is appropriate and proportionate; and
- 2.1.9 to promote the right under European law for Members located in one EEA member state to freely promote their services in and accept business from, all other EEA member states.

3 POWERS

- 3.1 In pursuance of the objects set out in article 2, the Association has the power:
 - 3.1.1 to amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association;
 - 3.1.2 to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate;
 - 3.1.3 to borrow and raise money for the purposes of the Association on such terms and on such security as may be determined from time to time;

- 3.1.4 to establish and support or aid in the establishment or support of any association or institutions in any way connected with the purposes of the Association or calculated to further its objects or any part of its objects;
- 3.1.5 to invest any monies of the Association, not immediately required for its objects, in such manner as may be determined from time to time;
- 3.1.6 to print, publish and circulate newspapers, magazines, periodicals, books and pamphlets that may further the objects of the Association;
- 3.1.7 to promote, present and obtain support or oppose any petition to, provisional order of, or bill in Parliament or similar legislation in UK and any other jurisdiction and do, or procure to be done, any proceedings, enterprises, movements, or any other form of activity which may tend to promote in any lawful manner the objects of the Association or any of them;
- 3.1.8 to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which may be deemed necessary or convenient for the promotion of the objects of the Association, and to construct, maintain and alter buildings or erections as necessary;
- 3.1.9 advocate, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Executive Committee, affect or advance the principal object in any way; and
- 3.1.10 to do all such other lawful things as are incidental or conducive to the attainment of the above objects.

4 INCOME

The income and property of the Association from wherever derived shall be applied solely in promoting the Association's objects and no distribution shall be paid or capital otherwise returned to the Members in cash or otherwise. Nothing in these Articles shall prevent any payment in good faith by the Association of reasonable and proper remuneration to any Member, officer or servant of the Association for any services rendered to the Association, any interest on money lent by any Member at a rate not exceeding five (5) per cent per annum and reasonable and proper rent for premises demised or let by any Member.

5 WINDING UP

On the winding-up or dissolution of the Association, after provision has been made for all its debts and liabilities, any assets or property that remains available to be distributed or paid, shall not be paid or distributed to the Members (except to a Member that qualifies under this Article) but shall be transferred to another body (charitable or otherwise) with objects similar to those of the Association. Such body to be determined by resolution of the Members at or before the time of winding up or dissolution and, subject to any such resolution of the Members, may be made by resolution of the Members at or before the time of winding up or dissolution.

6 GUARANTEE

The liability of each Member is limited to £10, 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 (1) year after he ceases to be a Member, for payment of the Association's debts and liabilities contracted before he ceases to be a Member, payment of the costs, charges and expenses of the winding up, and adjustment of the rights of the contributories among themselves.

MEMBERS: BECOMING AND CEASING TO BE A MEMBER

7 MEMBERSHIP CATEGORIES

- 7.1 The categories of Members and criteria to qualify for each category of Membership at the date of the adoption of these Articles are:-
- 7.1.1 **Category A Full Member:** There shall be Category A Full Memberships available. They shall be available to any Member willing to subscribe to the terms and conditions for Category A Full Membership.
 - 7.1.2 **Category B Full Member:** There shall be Category B Full Memberships available. Category B Full Members shall be individuals and organisations carrying on business as operators of on-line gambling, betting and/or gaming operations and licensed software and platform providers or a holding company of such entities and who shall subscribe to the terms and conditions for Category B Full Membership.
 - 7.1.3 **Category C Full Member:** There shall be Category C Full Memberships available. Category C Full Members shall be individuals and organisations carrying on business as operator(s) of land based independent licensed betting office(s) or a holding company of such entities, which is not a Category A Full Member.
 - 7.1.4 **Category D Full Member:** There shall be Category D Full Memberships available. Category D Full Members shall be individuals and organisations carrying on business as operator(s) of land based licensed casino(s).
- 7.2 The Executive Committee reserves the right to determine in its absolute discretion the category of Membership available to an applicant.
- 7.3 If a Member, during the time it is a Member, fails to qualify for the category of Membership that it holds, it may be required to change its Membership to another category and any rights under the former category shall lapse.
- 7.4 The Executive Committee may, from time to time, add, remove or vary the categories of Membership as it thinks fit and any such variations will be resolved no later than the meeting of the Executive Committee which immediately precedes the date on which the change comes into effect.

8 MEMBERSHIP

- 8.1 The Association shall admit to Membership an individual or organisation which:

- 8.1.1 applies to the Association using the application process approved by the Executive Committee;
- 8.1.2 is licensed by the Gambling Commission to operate in Great Britain or licenced in Northern Ireland; and
- 8.1.3 is approved by the Executive Committee.
- 8.2 Any applicant that does not meet the Membership criteria set out in Article 7.1 may apply to the Association using the application process approved by the Executive Committee and the Executive Committee may in their absolute discretion accept such application for Membership.
- 8.3 All applicants shall include an undertaking by or on behalf of the person, firm or corporation applying for Membership to comply with and observe the Code of Conduct and these Articles, if and when admitted to Membership.
- 8.4 The Executive Committee may in their absolute discretion decline to accept any application for Membership and need not give reasons for doing so.
- 8.5 All Members must pay an annual subscription fee to the Association consistent with its category of Membership. The Executive Committee shall determine the amount and the date and the terms of payment of such subscription.
- 8.6 The annual subscription of a newly admitted Member is due from the first date of the month on which the Member was admitted (pro-rated on a monthly basis for the period since the last annual subscription was due from Members to the date upon which the next annual subscription is payable) and must be paid within one (1) calendar month of admittance.
- 8.7 An organisation applying for Membership shall nominate a person to act as its representative in the manner provided for in the Act. The representative shall have the right on behalf of the organisation (to the extent to which the organisation would if a person be entitled to do so) to attend general meetings of the Association and vote thereat, and generally to exercise all rights of Membership on behalf of the organisation. An organisation may from time to time revoke the nomination of its representative. All such nominations and revocations shall be in writing and be delivered to the secretary of the Association. Any representative may by notice in writing to the secretary appoint another person (being an authorised representative or the same firm, corporation or member of the same group of companies as the appointer) to be his alternative or substitute representative during his absence, such alternate having in all respects the same rights and powers as the appointer. Any person who has been so appointed may, in like manner, be removed by the person who appointed him.
- 8.8 A Member may not transfer its Membership to another person even if such person fulfils the Membership criteria set out in these Articles or elsewhere.
- 8.9 The Executive Committee shall be entitled from time to time to make regulations governing the requirements, qualifications and conditions on which Members may be admitted to and remain in Membership of the Association.

9 TERMINATION OF MEMBERSHIP

- 9.1 Any Member who dies or becomes bankrupt, or compounds with his creditors (if an individual) or, being a company, goes into receivership, administration or liquidation other than for the purpose of amalgamation or reconstruction, may be required by the Association to resign and, if within fourteen (14) days after receipt of a notice requiring it to resign, it does not resign, the Member shall be removed from the Register of Members; they shall not be entitled to the refund of any unexpired portion of its annual subscription and shall be liable for any outstanding subscription.
- 9.2 The Executive Committee may terminate the Membership of any Member without its consent by giving the Member written notice if, in the reasonable opinion of the Executive Committee, the Member (or a representative, employee or agent of that Member) is guilty of conduct which is inimical to the interests of the Association or has failed to observe the terms of these Articles and/or the Code of Conduct. The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why its membership should not be terminated. The Executive Committee Members must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the Executive Committee to terminate the Membership of a Member. Following such termination, the Member shall be removed from the Register of Members; they shall not be entitled to the refund of any unexpired portion of its annual subscription and shall be liable for any outstanding subscription.
- 9.3 A Member may at any time give twelve (12) months' notice of resignation of Membership to the secretary in which case the subscription payable by such Member in the financial year during which such period of notice expires shall be reduced by a proportion equal to the proportion of that financial year remaining after such expiry.
- 9.4 A Full Member which ceases for any consecutive period exceeding 90 days to be qualified for the membership criteria under these Articles may be required by the Association to resign and if it does not so resign the Association may remove its name from the Register of Members. If the date when the Member is removed from the Register of Members is within 6 months of receipt by the Association of the Members' payment of the annual subscription such Member may be entitled to the refund of any unexpired portion of the annual subscription.
- 9.5 A Member whose subscription in respect of any financial year shall be more than three months in arrears may be required by the Association to resign and if it does not so resign the Association may remove its name from the Register of Members. Such Member shall be liable to pay all outstanding subscriptions due at the time it resigns or its name is so removed.
- 9.6 The Executive Committee may at their discretion and subject to such conditions as they may think fit resolve to re-admit Membership to an individual or organisation whose Membership has terminated by reason of non payment of the annual subscription provided that it shall on such re-admission pay all arrears of annual subscription that may be outstanding.
- 9.7 On the cessation of Membership for any reason whatsoever a Member, shall return to the Association any certificate (confirming Membership) and all property of the Association in its possession. The former Member must also cease to display in any form whatsoever the insignia or mark of the Association or reference to its Membership thereof. The Executive Committee shall have the power to take legal proceedings in any case of contravention of this Article.

- 9.8 Nothing in these Articles shall be taken as imposing any duty or obligation upon the Association to require the resignation of a Member or to remove the name of a Member from the Register of Members.

10 GENERAL MEETINGS

- 10.1 The Association shall in each calendar year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. Not more than fifteen (15) months shall elapse between the date of one annual general meeting of the Association and the next.
- 10.2 The annual general meeting in each year shall be held at such time and such place as the Executive Committee shall determine.
- 10.3 All general meetings other than annual general meetings shall be called extraordinary general meetings.
- 10.4 The secretary shall, on an order of the Executive Committee Members, or at the written request of not less than one tenth of the Members, call an extraordinary general meeting. Such order or request indicating the nature of the business to be transacted shall be laid before the Chairman who shall authorise the holding of an extraordinary general meeting within eight (8) weeks of the receipt of such order or request.
- 10.5 All meetings shall be called by at least twenty-one (21) days' notice and the notice shall specify the time and place of the meeting and the general nature of the business to be transacted.
- 10.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at the meeting.

11 PROCEEDINGS AT GENERAL MEETINGS

- 11.1 No business shall be transacted at any meeting unless a quorum is present. Half of the total number of Members holding a position on the Executive Committee, entitled to vote upon the business to be transacted, each being a Member or a proxy for a Member or a duly authorised representative of an organisation, shall be a quorum.
- 11.2 If within half an hour of the time appointed for the holding of a meeting a quorum is not present, the meeting, if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the same day, in the next week at the same time and place, or at such other place as the Chairman shall determine. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present shall be a quorum.
- 11.3 The Chairman of the Executive Committee shall preside as Chairman of every meeting, or in his absence the Vice Chairman or if at any meeting neither shall be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside, the Members present shall choose another Executive Committee Member present, or if all the Executive Committee Members decline to take the Chair they shall choose a Member of the Association who shall be present to preside.

- 11.4 Every Full Member shall be entitled to attend a general meeting and cast one (1) vote.
- 11.5 All resolutions put to the vote at the meeting shall be decided on a show of hands and shall be decided by at least two-thirds majority of all Members exercising their entitlement to vote on such resolution whether present in person or by proxy. Special resolutions shall be decided in accordance of section 283 of the Act.
- 11.6 The instrument appointing a proxy shall be in writing either by post or email communication.
- 11.7 A notice of special resolution to alter the Articles shall not be despatched to Members unless the proposed special resolution has been previously approved at a meeting of the Executive Committee by a margin of at least 50% of the votes cast at such meeting.
- 11.8 No Member in arrears of payment of its annual subscription shall be entitled to vote on any resolution either personally or by proxy, or as proxy for another Member.
- 11.9 A resolution in writing executed by or on behalf of a Member who would have been entitled to vote upon it if it had been proposed at a general meeting at which he was present shall be as effectual as if it had been passed at a general meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.
- 11.10 A Member shall be deemed to be present at a meeting of the Members and to form part of the quorum of that meeting if he participates by video or telephone conferencing facilities and can hear and be heard by the other Members present (or deemed to be present) at the meeting.

12 EXECUTIVE COMMITTEE, DUTIES AND RIGHTS OF EXECUTIVE COMMITTEE MEMBERS

- 12.1 The Executive Committee shall comprise the following:
- 12.1.1 the Chairman;
 - 12.1.2 the Chief Executive Officer;
 - 12.1.3 five (5) Category A Full Members;
 - 12.1.4 three (3) elected representatives of Category B Full Members;
 - 12.1.5 one (1) elected representatives of the Category C Full Members;
 - 12.1.6 one (1) elected representatives of the Category D Full Members;
 - 12.1.7 up to three (3) additional representatives each of whom the Executive Committee may agree to appoint as a Executive Committee Member.
- 12.2 The number of Executive Committee Members shall be not less than ten (10) and unless and until varied by ordinary resolution of the Association in general meeting shall be subject to a maximum of fifteen (15).
- 12.3 The first Chairman shall be Brigid Simmonds who shall hold office until such time as he/she is due to retire in accordance with these Articles and any subsequent Chairman shall be appointed by

resolution of a majority of the Executive Committee Members. The Chairman shall be entitled, to attend, speak and have four (4) votes at a meeting of the Executive Committee.

- 12.4 The Executive Committee Members may at its discretion appoint, by a majority of the Executive Committee Members, any person whom they believe to be appropriate to become Chief Executive Officer. The Chief Executive Officer shall be entitled, to attend and speak but not cast a vote at a meeting of the Executive Committee.
- 12.5 Each Category A Full Member shall be entitled, for so long as they remain a Category A Full Member, to appoint, by notice in writing addressed to the Chairman, one representative to the Executive Committee and to remove any such person and appoint a replacement. Each Category A Full Member, acting by its representative, shall be entitled, to attend, speak and have five (5) votes or such number of votes required so that the total number of votes held by the Category A Full Members equals one more than the total number of votes of all other Executive Committee Members who have the right to vote.
- 12.6 The Category B Full Members shall be entitled, for so long as they remain a Category B Full Member, pursuant to Article 14, to elect three people to the Executive Committee and to remove any such person and appoint a replacement. Each elected Category B Full Member, acting by its representative, shall be entitled, to attend, speak and have four (4) votes each at a meeting of the Executive Committee.
- 12.7 The Category C Full Members shall be entitled, for so long as they remain a Category C Full Member, pursuant to Article 14, to elect one person to the Executive Committee and to remove any such person and appoint a replacement. The elected Category C Full Member, acting by its representative, shall be entitled, to attend, speak and has four (4) votes at a meeting of the Executive Committee.
- 12.8 The Category D Full Members shall be entitled, for so long as they remain a Category D Full Member, pursuant to Article 14 and are currently, as of October 1st, 2019 for the first vote for Category D Executive Committee Membership, members of the NCIF Strategy Board, to elect one person to the Executive Committee and to remove any such person and appoint a replacement. The elected Category D Full Member, acting by its representative, shall be entitled, to attend, speak and has four (4) votes at a meeting of the Executive Committee.
- 12.9 The Executive Committee shall cause proper minutes to be made and kept for the purpose of all proceedings at meetings of the Association, and of the Executive Committee, and of sub-committees and any other meetings, including the names of the persons present at each such meeting.

13 POWERS OF THE EXECUTIVE COMMITTEE

- 13.1 Subject to the provisions of the Act and these Articles and to any directions given by special resolution, the business of the Association shall be managed by the Executive Committee who may exercise all of the powers of the Association, on behalf of the Association and shall report to the Association at such times when the Association shall meet or require.
- 13.2 No alteration of the Articles and no such direction shall invalidate any prior act of the Executive Committee which would have been valid if that alteration had not been made or that direction had not been given.

- 13.3 The Executive Committee may appoint any person to be the agent of the Association for such purposes and on such conditions as they determine.
- 13.4 The Executive Committee may delegate any of its powers to any sub-committee for any purpose as they may think appropriate. The appointment to a sub-committee shall not be restricted to Executive Committee Members or to Members of the Association, but such appointments shall be subject to the approval of the Executive Committee. Decisions of each such sub-committee, shall unless otherwise proved for in these Articles, be decided by a majority of votes cast by the members of such sub-committee unless an alternate decision making process is approved by the Executive Committee.
- 13.5 A sub-committee may be obliged to submit to the Executive Committee, no later than 60 days prior to the end of the relevant financial year for which committee monies have been awarded, a report detailing the activities which they have carried out during the period and which shall include (1) details of all expenditure made from committee monies; and (2) a statement, as at the date of the report, of the remaining committee monies which they will retain for use during the period from the date of the report up to the date of award to them by the Executive Committee of any monies for the following financial year.
- 13.6 Executive Committee Members may act notwithstanding any vacancy in their body.

14 ELECTION AND TERMINATION OF EXECUTIVE COMMITTEE MEMBERS

- 14.1 An Executive Committee Member (excluding the Chairman and Chief Executive Officer and any Executive Committee Member appointed by a Category A Full Member) shall, subject to earlier termination, hold office for a period of three (3) years from the date of their election. An Executive Committee Member shall be entitled to stand for re-election.
- 14.2 Each Category B Full Member, Category C Full Member and Category D Full Member shall be entitled to appoint a representative to the Executive Committee to act on its behalf to exercise all rights of Membership in the category of Membership which he is attached in accordance with Article 14.3.
- 14.3 Appointments made by the Category B Full Members, Category C Full Members and Category D Full Members to the Executive Committee shall be decided, for each category, by a postal ballot or a ballot by electronic communications. A Member shall not be entitled to enter a ballot for the appointment of a representative of a category that he is not attached and the full terms and conditions of such ballot will accompany the ballot papers. In the case of an equality of votes there shall be a new ballot.
- 14.4 If, at the meeting at which a Executive Committee Member retires, the relevant category members fail to fill the vacancy the retiring Executive Committee Member shall, if willing to act, be deemed to have been re-elected unless it is resolved not to fill the vacancy or unless the ballot for the re-election of the retiring Executive Committee Member is lost or unless the retiring Executive Committee Member has not attended any Executive Committee Meeting since the previous annual general meeting.
- 14.5 Without prejudice to any statutory provisions for the time being in force relating to the removal of Executive Committee Members by ordinary resolution and Article 14.6, the Association may by extraordinary resolution remove any Executive Committee Member before the expiration of his

period of office, and any replacement elected to fill the vacancy, shall retain office until the end of the term for which the Executive Committee Member in whose place he is appointed would have held the same if he had not been removed.

14.6 In the absence of a Executive Committee Member's decision to the contrary, a person shall cease to be a Executive Committee Member as soon as:

14.6.1 he ceases to hold office by virtue of any provision of the Act or is prohibited from holding office as a director by law;

14.6.2 a bankruptcy order is made against that person;

14.6.3 if he or the organisation of which he is a representative ceases to be a Member of the Association;

14.6.4 he is removed from office, where he is representing a category of Members, when the Members of that category of Membership vote by majority to remove him;

14.6.5 if the organisation of which he is a representative is unable to pay its debts as they fall due or is the subject of insolvency procedure;

14.6.6 if he becomes physically or mentally incapable of discharging his duties as a Executive Committee Member;

14.6.7 if by notice in writing to the Association he resigns his office; or

14.6.8 he is duly removed from office.

15 ALTERNATIVE EXECUTIVE COMMITTEE MEMBERS

15.1 Any Executive Committee Member may by notice in writing to the Association appoint another person (being an authorised representative or the same firm, corporation or member of the same group of companies as the appointer) to be his alternative or substitute Executive Committee Member during his absence, such alternate having in all respects the same rights and powers as the appointer. Any person who has been so appointed may, in like manner, be removed by the person who appointed him.

16 PROCEEDINGS OF THE EXECUTIVE COMMITTEE

16.1 Subject to the Act, the Executive Committee may regulate their proceedings as they think fit.

16.2 A quorum for the transaction of the business of the Executive Committee shall be five (5) of the Executive Committee Members. If the number of Executive Committee Members is less than the number fixed for a quorum, the continuing Executive Committee Members may act only for the purpose of filling vacancies or of calling a general meeting.

16.3 Questions arising at an Executive Committee meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chairman shall have a casting vote.

16.4 At the request of the Chairman or any three (3) Executive Committee Members, the Chief Executive shall call a Executive Committee meeting by giving not less than twenty-one (21) days'

notice of the meeting (or such lesser notice as all the Executive Committee Members may agree) to the Executive Committee Members or by authorising the secretary (if any) to give such notice.

- 16.5 The Chairman or in his absence the Vice Chairman shall preside as chairman of all Executive Committee meetings for which he shall be present, but if at any meeting the Chairman or Vice Chairman is not present within thirty minutes of the time appointed for holding the meeting, the Executive Committee Members present shall choose one of their number to be Chairman of that meeting.
- 16.6 Proxies for voting rights of an Executive Committee Member at an Executive Committee Meeting may be exercised by other Executive Committee Members (or their alternates if appointed pursuant to Article 5.2.1) provided that the Chief Executive of the Association has been informed in writing or by telephone prior to the Executive Committee Meeting of the appointment and identity of the proxy. If an Executive Committee Member leaves a meeting before its conclusion he may award his proxy vote to another Executive Committee Member present at such meeting.
- 16.7 A resolution in writing executed by or on behalf of all of the Executive Committee Members who would have been entitled to vote upon it if it had been proposed at a meeting at which he was present shall be as effectual as if it had been passed at a meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Executive Committee Members.
- 16.8 A Executive Committee Member shall be deemed to be present at a meeting of the Executive Committee Members and to form part of the quorum of that meeting if he participates by video or telephone conferencing facilities and can hear and be heard by the other Executive Committee Members present (or deemed to be present) at the meeting.

17 DUTIES OF OFFICERS

- 17.1 The Chairman shall exercise general supervision over the affairs of the Association and shall preside over Executive Committee meetings.
- 17.2 The Vice Chairman shall deputise for and generally assist the Chairman whenever required to do so.
- 17.3 If a Treasurer shall be appointed he shall become responsible for the conduct of all financial matters and the Chief Executive call be accountable to him for the disbursement of working expenses.
- 17.4 The Chief Executive shall keep or cause to be kept minutes of all General Meetings, Executive Committee meetings and sub committee meetings which shall be signed as correct by the Chairman in each case and carry out such other duties as may be assigned to him by the Executive Committee.
- 17.5 The Chief Executive shall be responsible for the day to day running of the Association. This shall include the entering into contracts on behalf of the Association, promoting the objectives of the Association and all and any other responsibilities as the Executive Committee may, in their discretion, decide to delegate to the Chief Executive. In relation to the hiring and appointment of senior personnel to the Association the Chief Executive shall seek approval from the Chairman.

The hiring and appointment of junior personnel shall be the responsibility of the Chief Executive or the person to whom he chooses to delegate such responsibility.

- 17.6 The Chief Executive shall report directly to the Executive Committee and shall receive notice of and attend all Executive Committee Meetings but shall have no vote.

ADMINISTRATIVE ARRANGEMENTS

18 OFFICE ACCOUNTS AND AUDIT

- 18.1 The Executive Committee shall apply a portion of the annual subscription monies raised each year to establish and maintain the office and any secretarial and administrative support required for the activities of the Association, the Executive Committee and its sub committees and any additional facilities which the Executive Committee decides is necessary for the orderly running of the Association.
- 18.2 The Executive Committee shall comply with best practice corporate governance and may appoint an audit and re-numeration sub committee.
- 18.3 The Executive Committee shall cause proper books of accounts to be kept in respect of all sums of money received and expended by the Association and of the matters in respect of which such receipt and expenditure take place, all sales and purchase of goods by the Association and the assets and liabilities of the Association.
- 18.4 The books and accounts of the Association shall be kept at the offices or at such other place as the Executive Committee shall think fit and shall be open to the inspection of the Members at all reasonable times during business hours, subject to any reasonable restrictions as to the time and manner of inspecting the same which may from time to time be imposed by the Executive Committee.
- 18.5 Every balance sheet shall be signed on behalf of the Executive Committee by two Executive Committee Members, and shall have attached to it a report by the Executive Committee with respect to the Association's affairs; it shall also have attached to it the report of the Auditors and any accompanying certificate.

19 MEANS OF COMMUNICATION TO BE USED

- 19.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- 19.1.1 if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, forty-eight (48) hours after it was posted or five (5) business days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom;
 - 19.1.2 if properly addressed and delivered by hand, when it was given or left at the appropriate address;
 - 19.1.3 if properly addressed and sent or supplied by electronic means, one (1) hour after the document or information was sent or supplied; and

- 19.1.4 if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a business day.

- 19.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to the Member at its address as it appears in the Register of Members and by electronic means to an address notified to the Association by the Member or to an address permitted for the purpose by the Act.

20 INDEMNITY AND INSURANCE

- 20.1 Subject to article 20.2, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

- 20.1.1 each relevant officer may be indemnified out of the Association's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

- 20.1.1.1 in the actual or purported execution and/or discharge of his duties, or in relation to them; and

- 20.1.1.2 in relation to the Association's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act),

including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Association's (or any associated Association's) affairs; and

- 20.1.2 the Association may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in article 20.1.1 and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

- 20.2 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

- 20.3 The Association may decide to purchase and maintain insurance, at the expense of the Association, for the benefit of any relevant officer in respect of any relevant loss.

- 20.4 In this article:

- 20.4.1 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

- 20.4.2 a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Association, any associated company or any pension fund or employees' share scheme of the Association or associated company; and
- 20.4.3 a **relevant officer** means any Executive Committee Member or former Executive Committee Member of the Association or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Association (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).