

NEW ARTICLES OF ASSOCIATION  
of  
FORTH ESTUARY FORUM

(Adopted on 17 January 2013)

2013  
AEB

**MORTON FRASER**   
SOLICITORS

**THE COMPANIES ACTS**  
**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**  
**NEW ARTICLES OF ASSOCIATION**  
**OF**  
**FORTH ESTUARY FORUM ("the Forum")**  
**SC175839**  
**(Adopted pursuant to Special Resolution passed 17 January 2013)**

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**1 General**

1.1 In these Articles, if not inconsistent with the subject or context:-

"the Act"	means the Companies Act 2006 and every statutory modification, amendment or re-enactment thereof for the time being in force;
"address"	means a postal address or, for the purposes of a communication in electronic form, an e-mail address in each case registered with the Forum;
"the AGM"	means the annual general meeting of the Forum held in accordance with Article 15;
"these Articles"	means these articles of association, or other articles of the Forum from time to time in force;
"charity"	means a body which is either a "Scottish charity" within the meaning of section 13 of the Charities and Trustee Investment (Scotland) Act 2005 or a "charity" within the meaning of section 1 of the Charities Act 2011, providing (in either case) that its objects are limited to charitable purposes;
"charitable "	means a charitable purpose under section 7 of the Charities Act which is also regarded as a charitable purpose in relation to the application of the Taxes Acts;
"Charities Act"	means the Charities and Trustee Investment (Scotland) Act 2005;
"electronic form"	has the meaning given in section 1168 of the Act;
"the Management Group"	means the Management Group from time to time of the Forum;
"month"	means calendar month;
"person"	means any person, natural or legal, and includes any firm or corporation;

"the Office"	means the Registered Office for the time being of the Forum;
"the Register"	means the Register of Members of the Forum;
"the United Kingdom"	means Great Britain and Northern Ireland;
"in 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; and
"year"	means calendar year.

- 1.2 Where the context so admits words importing the singular number only shall include the plural number and vice versa.
- 1.3 Where the context so admits words importing the masculine, feminine or neuter gender only shall include either or both of the others.
- 1.4 Words importing persons shall include corporations.
- 1.5 Subject as aforesaid, any words or expressions defined in the Act shall, if not inconsistent with the subject or context, bear the same meaning in these Articles.
- 1.6 The model articles of association as prescribed in Schedule 2 to The Companies (Model Articles) Regulations 2008 are excluded in respect of this Company.

## 2 Name

The Forum's name is FORTH ESTUARY FORUM.

## 3 Registered Office

The Forum's registered office is to be situated in Scotland.

## 4 Objects and Powers

- 4.1 The objects for which the Forum is established are for the benefit of the local communities living and working within the area of the tidal waters of the Forth (whether River, Estuary or Firth) and the public generally to advance the education of those local communities in particular and the public as a whole in the wise and sustainable use and conservation of the coastal, environmental and natural heritage of the Forth, and (where it has an impact on the foregoing) the land surrounding the Forth. (For the purpose of this Article 4, "the Forth" shall include the Isle of May (being that part of the Forth extending from its tidal limit at Stirling to a line between Fifeness on the north side of the Forth to Dunbar on the south side of the Forth)) (hereinafter called "**the Principal Objective**"); and (but without prejudice to the foregoing generality) to:-

- 4.1.1 observe common principles of operation laid down by the Forum from time to time in order to obtain and sustain the commitment of parties interested in pursuing the Principal Objective;
- 4.1.2 improve the communication and exchange of information relating to the Principal Objective by bringing together representatives or organisations with an interest in the Principal Objective;
- 4.1.3 develop, maintain and implement a management strategy (or management recommendations) that will identify and assess issues

and opportunities and reconcile any problems in the achievement of the Principal Objective;

- 4.1.4 collect and disseminate information on all matters relevant to the work of the Forum in relation to the Principal Objective or any of the other objects of the company;
- 4.1.5 encourage joint initiatives amongst the members of the Forum in respect of the Principal Objective;
- 4.1.6 promote environmental education opportunities to extend awareness and understanding of issues related to the Principal Objective;
- 4.1.7 monitor and review progress of work initiated by the Forum in furtherance of its objects; and
- 4.1.8 create links with national and international estuarine groups to promote the Principal Objective and good practice and integrated action generally;

4.2 And in furtherance of the above-mentioned objects but for no other purpose, the Forum shall have the following powers, namely:-

- 4.2.1 to purchase, take on lease or in exchange by way of excambion or by other means acquire and hold any feudal, freehold, leasehold or other property or lands, tenements and hereditaments and any rights, privileges, servitudes and easements over or in respect of any property;
- 4.2.2 to manage, maintain, improve, repair, renovate, develop and expend money in maintaining, improving or adding to such holdings;
- 4.2.3 to sell, feu, sub-divide, let or dispose of all or part of any property or rights for the benefit of the Forum and its objects;
- 4.2.4 to repair, renovate, restore, rebuild, act as adviser and generally promote the preservation and conservation of any land or building vested in the Forum or in any other charitable body;
- 4.2.5 to provide, purchase, take on lease, furnish and fit out, maintain and manage, such land or building as may be required for any purpose of the Forum;
- 4.2.6 to purchase, take on lease, acquire and use for any purpose of the Forum any machinery, stock-in-trade and other property, rights, privileges and interests and other rights of whatever kind, real or heritable, and personal or moveable or any of them; and to hold exercise, develop, improve, sell, lease, hire, exchange, mortgage, alter, pledge or otherwise deal with or dispose of them;
- 4.2.7 to take any gift of property, whether or not subject to any special trust or conditions, for any purpose within the purposes of the Forum, provided that such special trust is not inconsistent with the objects;
- 4.2.8 to establish or promote or concur in establishing or promoting any Forum or companies or body or bodies for any purpose which may seem directly or indirectly calculated to benefit the Forum;
- 4.2.9 to pay all preliminary expenses of the Forum and of any Forum promoted and formed by the Forum or of any Forum in which the Forum or its Members are interested;

- 4.2.10 to carry on the business or activity of a holding company in all its branches, to co-ordinate the policy and administration of any companies or undertakings in which the Forum is a member or participant of which are controlled by or associated with the Forum in any matter, to assist financially, subsidise or enter into subvention agreements with any such companies or undertakings and to provide for them administrative executive secretarial banking and accountancy services or staff office accommodation or social welfare services and facilities and to act as secretaries, directors, registrars and agents thereof and to do anything which will or may promote the efficiency and profitability of the businesses or the efficiency of the activities carried on by any such companies or undertakings;
- 4.2.11 to take steps by personal or written appeal, public meetings, publications, etc. expedient for the purpose of procuring contributions to the funds of the Forum or funds applicable for any particularly charitable purpose by means of donations, covenants, subscriptions or other means;
- 4.2.12 to borrow or raise or secure money for the purpose of the Forum in such manner and on such terms as to security and otherwise as the directors may think fit and to redeem, purchase or pay-off such securities;
- 4.2.13 to invest any monies of the Forum not immediately required for its purpose in or upon such investments, securities, or property as the Forum thinks fit and to lend any such monies to other charitable companies, institutions, societies, foundations or associations, having objects similar to those of the Forum, or to individuals or firms for any purpose similar to the objects on such terms as the Forum thinks fit;
- 4.2.14 to enter into any partnership, arrangement for sharing of profits, union of interests, reciprocal concessions or co-operation with any persons, companies or societies carrying on or about to carry on any business which the Forum is authorised to carry on or any business or transactions capable of being conducted as to directly or indirectly benefit the Forum and the furtherance or attainment of any of its objects;
- 4.2.15 to adopt such means of making known the business of, the services, and facilities provided by the Forum, for the promotion of any of its objects and to make known to the public the existence of educational, historical and recreational facilities, features and services through the publications of any newspaper, periodical, books, leaflets, pamphlets or advertisements as may be considered desirable and of keeping the same before the public;
- 4.2.16 to undertake any research or survey as a charitable activity which directly or indirectly promotes any of the objects of the Forum;
- 4.2.17 to remunerate any person, association, firm or Forum for services rendered or to be rendered to the Forum under terms and conditions as the Forum may deem fit and employ or secure the services of any employees or staff and provide remuneration and other benefits for such employees or staff and allocate their services to any person, Forum firm or other organisation on such terms as the Board may consider appropriate and give, award or contribute to pensions and annuities and superannuation for employees, staff and former employees and staff of the Forum;

- 4.2.18 to retain or employ professional and technical advisers and servants as may be required for the purposes of the Forum and to pay such fees, costs or other monies for or in connection with their services as may be thought expedient and to make all reasonable and necessary provisions for the payment of pensions and superannuation to or on behalf of employees and their family and dependants;
- 4.2.19 to establish and support or aid in the establishment and support of any other society, charitable foundation or association formed for all or any of the objects of the Forum, or connected in any way with the purposes of the Forum or calculated to further its objects;
- 4.2.20 to co-operate and collaborate with any local or public authority or any other body concerned to achieve the objects of the Forum;
- 4.2.21 to amalgamate with or assume responsibility for any one or more charitable companies, institutions, etc. having objects altogether or largely similar to the Forum;
- 4.2.22 to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the charitable companies, institutions, societies, foundations or associations with which the Forum is authorised to amalgamate; and
- 4.2.23 to do all such other lawful things as will properly and necessarily further the attainment of the objects of the Forum.

Provided that:-

- 4.2.24 Nothing in Article 4.2 shall authorise the Forum to do anything which is not both exclusively charitable according to the law of Scotland for the time being and according to the Taxes Acts; and
- 4.2.25 in case the Forum shall take or hold any property which may be subject to any trusts, the Forum shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts.

## 5 Liability Of Members

- 5.1 The liability of the members is limited.
- 5.2 Every member of the Forum undertakes to contribute to the assets of the Forum in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Forum contracted before he ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding £1 sterling.

## 6 Members

- 6.1 The members of the Forum shall be;-
  - 6.1.1 those persons who are members of the Forum as at the date of adoption of these Articles; and
  - 6.1.2 any other person or organisation admitted to membership in accordance with Article 6.3
- 6.2 The directors may at their sole and unfettered discretion at any time create different classes of membership (including, without prejudice to the foregoing generality,

honorary membership made available to such persons or organisations as the directors shall think fit in recognition of outstanding services to the objects of the Forum), having such rights, obligations and benefits as the directors may from time to time think fit.

- 6.3 Applications for membership shall be in writing and signed for or on behalf of the applicant. The Secretary shall, upon the due admission of any applicant by the directors (who may admit a person to membership or not in their sole discretion) or in accordance with such delegated procedure as the directors may from time to time authorise, and upon payment by the applicant of any applicable subscription as established in accordance with Article 7.1, enter the name of such applicant in the Register. Upon such entry the applicant shall become a member accordingly, having the rights and benefits of membership appropriate to its category of membership, as decided by the directors from time to time.
- 6.4 There shall be no maximum number of members.
- 6.5 The directors may in their sole and unfettered discretion at any time terminate the membership of any member which has in the opinion of the directors brought the purposes of the Forum into disrepute. Further, a member may at any time withdraw from membership of the Forum by giving at least seven clear days' notice to the directors. The membership of any member shall automatically terminate if that member fails to pay any applicable subscription by the date falling 3 months after the same becomes due for payment.
- 6.6 Membership of the Forum shall not be transferable and shall cease on death or, in the case of a corporation on liquidation or winding up.
- 6.7 Every member shall further to the best of his ability the objects and interests of the Forum and shall observe all regulations and bye-laws of the Forum lawfully made pursuant to the powers in that respect contained in these Articles.

## **7 Subscriptions**

- 7.1 The annual subscription (if any) for members shall be such as may be determined by the Forum at the AGM and subscriptions shall be due for payment annually on a date to be decided at the AGM at which the subscription is fixed. The AGM may provide for different rates of subscription for different classes or sub-categories of member or for different types of person (e.g. for students, pensioners or families).

## **8 Office Bearers Of The Forum**

- 8.1 There shall be a maximum of two office bearers of the Forum, namely a Secretary and, if the directors so decide, a Treasurer. The directors may in their sole discretion decide that the role of Secretary and Treasurer shall be combined.
- 8.2 The Secretary shall be appointed by the directors for such term, and upon such conditions as they may think fit; and any Secretary so appointed may be removed by the directors.
- 8.3 In the event that the directors decide to appoint a Treasurer, the Treasurer will be appointed by the directors. The Treasurer appointed by the directors will resign and may offer himself for re-election at the AGM next following his or her date of appointment. Thereafter the Treasurer shall resign at the next AGM and may offer him or herself for re-election for a period of one year. If the directors have decided, in accordance with Article 8.1, that the role of Secretary and Treasurer shall be combined, the provisions of this Article stating that the Treasurer's term of office shall be one year shall not apply, and a person shall hold such combined role of Secretary and Treasurer for so long as he or she shall remain the Secretary.

- 8.4 The nomination of any person for election as an office bearer of the Forum shall be proposed and seconded by members of the Forum, shall be in writing and must contain the consent of the nominee. All nominations must be sent to the Chairperson of the Forum at the Office no later than 48 hours prior to the time set for the AGM. Should the number of nominations exceed the number of vacancies, elections shall be by a show of hands, or, should the Chairperson of the AGM decide otherwise, by ballot. The Chairperson shall not have a vote on any election to the position of office bearer of the Forum except in the event of a tied vote, when he or she shall have the casting vote.

## 9 The Directors

- 9.1 The business of the Forum shall be managed by the directors of the Forum, who may exercise all such powers of the Forum and do on behalf of the Forum all such acts as may be exercised and done by the Forum, and which are not by statute or by these Articles required to be exercised or done by the Forum in general meeting; subject nevertheless to the provisions of the Act or these Articles and to such regulations, being consistent with the said provisions, as may be prescribed by the Forum in general meeting. No regulation, however, made by the Forum in general meeting shall invalidate any prior act of the directors which would have been valid if that regulation had not been made. Unless otherwise specified in the document appointing them directors take part in the activities of the board of directors as individuals and not as representatives of their employers or any body nominating them as directors.
- 9.2 Unless otherwise determined by ordinary resolution, there shall be a minimum of three, and a maximum of eight, directors of the Forum.
- 9.3 The directors shall, subject to Article 9.7 below, be those persons appointed as a director by the Forum in a general meeting.
- 9.4 At every AGM one-third of the directors who are subject to retirement by rotation, or if their number is not three or a multiple of three, the number nearest to one-third, shall retire from office.
- 9.5 Subject to the provisions of the Act, the directors to retire by rotation shall be those who have been longest in office since their last appointment or re-appointment, but as between persons who became or were last reappointed directors on the same day those to retire shall (unless they otherwise agree among themselves), be determined by lot.
- 9.6 If the Forum, at the meeting at which a director retires by rotation, does not fill the vacancy, the retiring director shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the director is put to the meeting and lost.
- 9.7 Subject to any limit on the maximum number of directors from time to time the directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director. A director so appointed shall hold office only until the next following AGM, and shall not be taken into account in determining the directors (if any) who are to retire by rotation at the Meeting. If not reappointed at such meeting, he shall vacate office at the conclusion thereof.
- 9.8 In addition to the provisions for retirement set out above, the office of a director shall be vacated if:-
- 9.8.1 he ceases to be a director by virtue of any provision of the Act, or he becomes prohibited by law from being a director; or
  - 9.8.2 if he becomes bankrupt or makes any arrangement or composition with his creditors; or



- 9.8.3 he is suffering from a medical condition which, in the sole opinion of the directors of the Forum, makes it advisable for his appointment as a director to come to an end; or
  - 9.8.4 he resigns his office by notice to the Forum; or
  - 9.8.5 he is required to do so by notice in writing served on him by a majority of the directors; or
  - 9.8.6 he is, for more than nine consecutive months, absent without permission of the directors from meetings of directors held during that period, and the directors resolve that his office be vacated.
- 9.9 The directors shall receive no remuneration for their services, although they shall be entitled to be reimbursed expenses in accordance with the provisions of Article 13 below.
- 9.10 Directors shall not be a party to, or otherwise interested in, any contract or proposed contract with the Forum or in which the Forum is otherwise interested. The same prohibition shall apply to persons connected with the director, with the term "connected" having the meaning set out in section 63 of the Capital Gains Tax Act 1979.

## 10 Proceedings Of The Directors

- 10.1 Subject to the provisions of these Articles, the directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Unless otherwise agreed, the directors shall meet on a quarterly basis. Subject as otherwise provided in these Articles, each director shall have one vote, and subject as otherwise provided in these Articles questions arising at any meeting shall be decided by a majority of the directors present. In case of an equality of votes, the Chairperson shall have a second or casting vote. The Secretary of the Forum shall have the right to attend and speak (but not vote) at meetings of the directors.
- 10.2 The quorum for the transaction of business by the directors shall be two.
- 10.3 The directors may appoint one of their number to act as Chairperson of the board of directors, and may at any time remove him from that office. The Chairperson of the board of directors shall be the Chairperson of the Forum. The Chairperson shall be entitled to preside at all meetings of the board of directors at which and during the time for which he is present, but if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting or is unwilling to preside then the directors present shall choose one of their number to be Chairperson of the Meeting whilst the Chairperson is absent or unwilling to preside.
- 10.4 A meeting of the board of directors at which a quorum is present shall be competent to exercise all the authorities, powers, and discretions by or under the regulations of the Forum for the time being vested in the directors generally.
- 10.5 The directors may delegate any of their powers to a committee or committees consisting of such director or directors as the directors think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the board of directors. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the board of directors so far as applicable and so far as the same shall not be superseded by any regulations made by the board of directors.
- 10.6 The directors shall cause proper minutes to be made of all appointments of officers made by the directors and of the proceedings of all meetings of the Forum and of the board of directors and of committees of the board of directors, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be

signed by the Chairperson of such meeting, or by the Chairperson of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

- 10.7 A resolution in writing signed by all the directors for the time being or of any committee of the board of directors entitled to receive notice of a meeting of the board of directors or of such committee shall be as valid and effectual as if it has been passed at a meeting of the board of directors or of such committee duly convened and constituted and may consist of several documents in the like form, each signed by one or more members of the board of directors or committee as appropriate.

## 11 The Management Group

- 11.1 The Forum shall, in addition to the directors, have a Management Group, whose role shall be to identify issues related to the objects of the Forum and establish groups (Topic Groups or Sub-groups) to assess those issues, subject to terms of reference agreed by the Management Group prior to the establishment of the group concerned and to provide advice to the directors and the Forum on such issues. A Topic Group or Sub-group shall where practicable include at least one member of the Management Group, who shall report the proceedings of the group to the Management Group, and the representative of organisations on such groups may be a person other than the person appointed to represent the relevant member at voting meetings of the Forum as deemed appropriate by the group and the relevant member.
- 11.2 The Management Group shall consist of not less than two and not more than 18 persons or such other number as may from time to time be determined by the Forum in general meeting.
- 11.3 The Management Group will be appointed as follows:-
- 11.3.1 the spaces on the Management Group will be filled in so far as practicable by persons representing the key interests from around the Forth representing the diverse range of users, planners, managers and regulatory authorities as determined by ballot in accordance with Article 11.4; and
  - 11.3.2 the office bearers of the Forum, and the Chairperson of the Forum shall ex officio be members of the Management Group;
- 11.4 As regards members of the Management Group to be elected pursuant to Article 11.3.1 above, such members of the Management Group shall hold office for a period of three years from the date of their election, after which they shall be eligible for re-election on an annual basis at the AGM. Nominations of persons to serve on the Management Group should be proposed and seconded by members of the Forum and should be in writing and should have the consent of the nominee. Nominations must be in the hands of the Secretary no later than 48 hours prior to the start of the AGM. Should the number of nominees exceed the number of vacancies on the Management Group, elections shall be by a show of hands or, if the Chairperson so decides, by ballot of those present at the AGM.
- 11.5 Subject to any limit on the maximum number of members of the Management Group from time to time the Management Group may co-opt additional members of the Management Group who shall hold office as such until the next following the AGM, when they shall resign and offer themselves for re-election in accordance with the terms of Article 11.4 above.
- 11.6 In addition to the provisions for retirement set out above the office of a member of the Management Group shall be vacated:-

- 11.6.1 if he resigns office by notice to the Forum; or
- 11.6.2 if he becomes bankrupt or makes any arrangement or composition with his creditors; or
- 11.6.3 he is suffering from a medical condition which, in the sole opinion of the directors of the Forum, makes it advisable for his appointment as a director to come to an end.

## 12 Proceedings Of The Management Group

- 12.1 Subject to the provisions of these Articles, the Management Group may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. In accordance with the Management Group's advisory role, at their meetings the Management Group will discuss those issues relating to the Forum as set out in Article 11.1 and will thereafter report the results of these discussions to the directors. When reporting the results of discussions held at the meetings of the Management Group, the Management Group will draw the directors' attention to any dissenting or minority views as well as the views of the majority of the Management Group.
- 12.2 The quorum for the transaction of business by the Management Group shall be five.
- 12.3 A member of the Management Group may, and on the request of a member of the Management Group the Secretary shall, at any time summon a meeting of the Management Group by notice served upon the members of the Management Group. A member of the Management Group who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 12.4 The Chairperson of the Forum shall be the Chairperson of the Management Group. The Chairperson shall be entitled to preside at all meetings of the Management Group at which and during the time for which he is present, but if at any meeting the Chairperson is not present within five minutes after the time appointed for holding the meeting or is unwilling to preside then:-
  - 12.4.1 if only one director of the Forum is present and willing to preside, that director shall act as Chairperson of the Meeting; or
  - 12.4.2 if more than one director of the Forum is present and willing to preside, the members of the Management Group present at the meeting shall choose one of those directors present and willing to preside to be Chairperson of the Meeting; or
  - 12.4.3 if there are no directors of the Forum present and willing to preside then those members of the Management Group present at the meeting shall choose one of their number to be Chairperson of the Meeting.
- 12.5 The Management Group may delegate any of its powers to a committee or committees consisting of such member or members of the Management Group as the Management Group thinks fit; and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Management Group. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Management Group so far as applicable and so far as the same shall not be superseded by any regulations made by the Management Group.
- 12.6 The Management Group shall cause proper minutes to be made of all appointments of officers made by the Management Group and of the proceedings of all meetings of the Management Group and of committees of the Management Group, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairperson of such meeting, or by the Chairperson of the next

succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

### 13 Expenses

Any person carrying out business on behalf of the Forum may be paid travelling, hotel and other expenses properly incurred by him provided the directors shall have agreed to those expenses and approved the level of those expenses in advance

### 14 General Meetings

14.1 There shall be two types of general meeting of the Forum, namely:-

14.1.1 the AGM; and

14.1.2 any other general meetings convened by the directors of the Forum for the purposes and in accordance with the terms of these Articles.

### 15 Annual General Meetings

15.1 The Forum shall in each year hold an AGM at which its members shall be entitled to attend, such meeting to consider such business as the members may wish to discuss, any other business set out in Article 16.1, or any other business which in terms of the Act requires a general meeting of members of a company.

15.2 Fourteen days' notice in writing of any general meeting of the Forum (exclusive in every case both of the day on which it is served or deemed to be served and of the day on which it is given), specifying the place, the day and the hour of the meeting, and the general nature of the business to be transacted at the meeting, shall be given in manner hereinafter mentioned to such persons as are under these Articles or under the Act entitled to receive such notices from the Forum. Notwithstanding the foregoing a general meeting may be called by shorter notice if it is so agreed:-

15.2.1 in the case of the AGM, by all the members entitled to attend and vote thereat; and

15.2.2 in the case of any other general meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at a meeting of all the members.

The accidental omission to give notice of a meeting to, or the non-receipt of such notice of a meeting by, any person entitled to receive notice shall not invalidate any resolution passed, or the proceedings at any meeting.

### 16 Business at General Meetings

16.1 The business to be considered at the AGM shall be:-

16.1.1 the election of Office Bearers;

16.1.2 the election of directors and members of the Management Group;

16.1.3 the presentation of the Annual Accounts of the Forum; and

16.1.4 such other business notified no later than 7 days prior to the date of the meeting as is in the opinion of the directors relevant to be considered at such a meeting.

- 16.2 The business to be considered any other general meeting shall be any business which is in the opinion of the directors relevant to be considered at such a meeting provided adequate notice is given of this business in accordance with Article 15.2.

## 17 Proceedings At General Meetings

- 17.1 The provisions of Articles 12.2 to 18.7 shall apply to all general meetings including the AGM.
- 17.2 No business shall be transacted at any meeting of the Forum unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided, a quorum shall be members representing 35% of the votes of members present in person or represented by their duly appointed representatives.
- 17.3 If within half-an-hour from the time appointed for the holding of a meeting of the Forum 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 date in the next week, at the same time and place or at such other time and place as the directors may determine, and if at such adjourned meeting a quorum is not present within half-an-hour from the time appointed for holding the meeting the member present shall be a quorum.
- 17.4 The directors may appoint any individual, whether or not a director or member of the Forum, to preside as Chairperson at any general meeting of the Forum (the “**External Chairperson**”)
- 17.5 The Chairperson for a general meeting shall be:-
- 17.5.1 the External Chairperson; or
  - 17.5.2 if there is no External Chairperson appointed, or if at any meeting the External Chairperson shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside then the Chairperson of the board of directors shall preside as Chairperson at every general meeting; or
  - 17.5.3 If there shall be no such Chairperson of the board of directors or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same or shall be unwilling to preside then some other director nominated by the directors present shall preside whilst the Chairperson is absent or unwilling to preside; or
  - 17.5.4 if there is no such External Chairperson or Chairperson or director or none of them is present and willing to preside, the members present shall choose some other member of the Forum who may be present to preside.
- 17.6 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at the adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of the original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

## 18 Votes Of Members

- 18.1 Subject to any provision to the contrary contained in these Articles at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands

unless a poll is (before, or upon the declaration of the result of, the show of hands) demanded by (a) the Chairperson or (b) at least one member present in person or by proxy; and unless a poll is so demanded a declaration by the Chairperson of the Meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minute book of the Forum, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn before the poll is taken but only with the consent of the Chairperson and a demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made.

- 18.2 Subject to the provisions of Article 18.1, if a poll is demanded in the manner described it shall be taken at such time and place, and in such manner as the Chairperson of the Meeting shall direct, and the result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded. No notice need be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the Meeting at which it is demanded. In any other case at least seven days' notice shall be given specifying the time and place at which the poll is to be taken.
- 18.3 No poll shall be demanded on the election of a Chairperson of a meeting, or any question of adjournment.
- 18.4 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting shall be entitled to a second or casting vote.
- 18.5 The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the business in respect of which a poll has been demanded.
- 18.6 Subject as may be otherwise provided in these Articles, each member shall have one vote.
- 18.7 No person other than a member duly registered or duly appointed external chairman or the duly appointed representative of a member shall be entitled to be present or to vote on any question at any meeting of the Forum.

## 19 **Accounts**

- 19.1 The directors shall cause proper books of account to be kept with respect to:-
- 19.1.1 all sums of money received and expended by the Forum and the matters in respect of which such receipt and expenditure take place;
  - 19.1.2 all sales and purchases of goods or services by the Forum; and
  - 19.1.3 the assets and liabilities of the Forum.
- 19.2 Proper books shall be deemed to be kept if they show a true and fair view of the state of the affairs of the Forum and explain its transactions.
- 19.3 The books of account shall be kept at the Office, or, subject to section 388 of the Act, at such other place or places as the directors shall think fit and shall as the directors from time to time direct be open to the inspection of the members.
- 19.4 At the AGM in every year the directors and the Management Group respectively shall lay before the Forum a proper income and expenditure account for the period since the last preceding account made up to a date not more than nine months before such meeting, together with a proper balance sheet made up at the same date. Every such balance sheet shall be accompanied by proper reports of the directors or of the Management Group and the Accountants, and copies of such accounts, balance sheets and reports (all of which shall be made in accordance with any statutory requirements

for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall, not less than twenty-eight days before the date of the AGM, be sent to the Accountants and to all other persons entitled to receive notice of general meetings in the manner in which notices are hereinafter directed to be served.

## 20 Notices

- 20.1 Any notice may be given by the Forum to any member either personally or by sending it in electronic form or by post to him or to his address, or (if he has no address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him to the Forum for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the notice, and to have been effected in the case of a notice of meeting at the expiration of twenty-four hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post. Proof that an electronic form of notice was properly addressed and sent, shall be conclusive evidence that the notice was given.
- 20.2 Notice of every meeting of the Forum shall be given in any manner hereinbefore authorised to:-
- 20.2.1 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Forum an address within the United Kingdom for the giving of notices to them;
  - 20.2.2 the Accountants for the time being of the Forum;
  - 20.2.3 the directors; and
  - 20.2.4 the members of the Management Group for the time being of the Forum.
- 20.3 No other person shall be entitled to receive notice of meetings of the Forum.

## 21 Indemnity

Every director and member of the Management Group or officer of the Forum shall be entitled to be indemnified out of the assets of the Forum against all losses or liabilities which he may sustain or incur in or about the execution or discharge of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in which the charge is found not proven or in connection with any application under Section 1157 of the Act in which relief is granted to him by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Forum and no director, member of the Management Group or other officer shall be liable for any loss, damage or misfortune which may happen to be incurred by the Forum in the execution or discharge of the duties of his office or in relation thereto.

## 22 Distributions And Dissolution

- 22.1 The income and property of the Forum, shall be applied solely towards the promotion of its objects as set out in these Articles.
- 22.2 No distribution of the income and property of the Forum shall be paid directly or indirectly by way of dividend, bonus or otherwise to members of the Forum and no member of its Board of Directors shall be appointed to any office of the Forum paid by salary or fees or receive any remuneration or other benefit in money or monies worth from the Forum.

Provided that nothing herein shall prevent the payment of reasonable and proper remuneration to any officer or servant of the Forum, or to any member of the Forum, in return for any services actually rendered but so that no member of the board or governing body of the Forum shall, subject as hereinafter provided, be appointed to any salaried office of the Forum or any officer of the Forum be paid by fee and that no remuneration or other benefit in money or monies worth shall be given by way of the Forum to any member of such board or governing body except repayment of out of pocket expenses in accordance with Article 13.

22.3 If on break up or on the winding up or dissolution of the Forum there remains, after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Forum, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Forum, and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as imposed on the Forum under or by virtue of this Article 22, such institution or institutions to be determined by the members of the Forum at or before the time of dissolution, and if and so far as effect cannot be given to the foregoing provisions then to some other charitable object.

## 23 **General**

These Articles may not be amended in whole or in part unless the proposed amendments have been approved by a special resolution of the Forum.