

The Companies Act 2006

Private Company Limited by Guarantee

Articles of Association of the
Identity Document Validation Services Ltd

Introduction

1. Interpretation

In these Articles, the following words shall have the respective meanings hereby assigned to them, unless there be something in the subject or context inconsistent therewith:

"Act" means the Companies Act 2006 as amended from time to time.

"The Association" means the Company known as the Identity Document Verification Services Ltd, who will trade as the Association of Digital Verification Professionals (ADVP), formally trading as the Association of Document Validation Professionals.

"Articles" means the Company's Articles of Association.

"The Board" mean the Directors of the Association, who will also serve on the Executive Board of the Company and be registered as Directors of the Company within the meaning of the Act.

"In writing" means written or printed or partly written and partly printed or via electronic communication.

"The List" means the Register of Members kept pursuant to Companies Act 2006.

"Company Members" means those organisations that are fully paid up, Full Members of the Association.

"The Office" means the principal business address of the Association for the time being. "Month" means calendar month.

"Assets" to include cash, stock, inventories, property rights, and goodwill owned by the Association.

Words importing the singular number only include the plural number and vice versa. Words importing the masculine gender include the feminine gender.

These Articles shall be construed with reference to the provisions of the Companies Act 2006 and terms used in these Articles shall be taken as having the same respective meanings as they have when used in that Act.

1. The Company's name is the: Identity Document Validation Services Ltd.
It will trade as the Association of Digital Verification Professionals (ADVP).

2. The Registered Office of the Company will be situated in England.

3. The mission and objective for which the Company exists are:

3.1 Mission statement: To promote the broader and inclusive adoption of electronic document, data and digital identity checks, highlighting their significance to our members, and emphasising the benefits to the wider community.

3.2 Aims and objectives:

3.21 Setting up a trade body to achieve the mission;

3.22 Support and develop a Good Practice Guide(s);

3.23 Contributing to the development of policy and legislation on the use of identity document validation technologies;

3.24 Developing working relations with **HM** Government supervisory and law enforcement bodies;

3.25 Sharing appropriate intelligence with **HM** Government and law enforcement agencies;

3.26 Working with **HM** Government to plan and deliver a wider communication strategy on the benefits of electronic identity document validation.

3.3 To afford advice to and disseminate information on all matters affecting the industry, and to print, publish, issue, circulate, and give access to such papers, periodicals, books, circulars, and other literary undertakings, as may seem conducive to the attainment of any of the objects of the Association.

3.4 To improve and elevate the technical and general knowledge of company's firms, and persons engaged in the said industry, or in any employment in connection therewith, and to promote just and honourable practice in the conduct of business.

3.5 Other activity consistent with the public good in the field.

4. In pursuance of the objectives, the Company may do anything to further the Objectives and in particular it has the following powers;

4.1 Subject to Article 5, the Association, with the Board's approval, may employ staff or engage consultants and advisers on such reasonable terms and at such remuneration that is appropriate and to provide pensions and welfare benefits, where appropriate, to staff, their relatives and dependants;

4.2 To recruit or assist in recruiting and managing voluntary workers;

4.3 To purchase, lease, exchange, hire or otherwise acquire any real or personal property rights or privileges (including shared or contingent interests) with the Board's approval;

4.4 To construct, alter, improve, convert, maintain, equip, furnish and/or demolish property with the Board's approval;

4.5 Subject to such consents that the law requires, to sell, lease, mortgage, exchange, dispose of or otherwise deal with property with the Board's approval;

- 4.6 To provide office and workshop accommodation, if required, on such terms that the Board decide (including rent free or at nominal or non-commercial rents) with the Board's approval;
- 4.7 Subject to such consents that the law requires, to borrow or raise money on such terms and on such security as the Board decide (including power to mortgage the Company's property, if acquired, to issue debentures, and to create floating charges and any other forms of security over the Company's property);
- 4.8 To subscribe, with the Board's approval;
- 4.9 To raise funds, to invite and receive contributions, and to make reasonable charges for services with the Board's approval;
- 4.10 To promote understanding, undertake research, and make grants for research into the needs of those who may benefit under the Objects and to publish reports, pamphlets, journals, books, videos, tapes, prints, photographs, cards, web sites and other materials for this purpose with the Board's approval;
- 4.11 To hold, conduct or promote meetings, conferences, lectures, exhibitions or training courses and to disseminate information to publicise the work of the Company and other organisations operating in similar fields with the Board's approval;
- 4.12 To co-operate with and enter into contracts with any person with the Board's approval;
- 4.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Company with the Board's approval;
- 4.14 To insure the assets of the Company on such terms as the Board decide and to use any insurance money received in any manner the Board decide (without having to restore the asset);
- 4.15 To insure and to indemnify its Members, employees and voluntary workers against risks incurred in the proper performance of their duties, on behalf of the Association, with the Board's approval;
- 4.16 To pay premiums for indemnity insurance to cover the liability of the Board and Committee Members for negligence, default, breach of duty or breach of trust in relation to the Company but this insurance may not extend to:
- 4.16.1 any claim arising from any act or omission which a Board or Committee Member knew was a breach of duty or breach of trust or which was committed by a Board or Committee Member in reckless disregard of whether it was a breach of duty or breach of trust or not; or
 - 4.16.2 the costs of an unsuccessful defence to a criminal prosecution brought against a Board or Committee Member in his/her capacity acting for the Company.
- 4.17 To affiliate, register, subscribe to, amalgamate with or join any relevant Organisation with the Board's approval;

- 4.18 Pay the costs of forming the Company, of amending the Memorandum *and* the Articles from time to time and complying with all relevant registration requirements with the Board's approval;
- 4.19 To provide training and education for any Staff employed, Directors, Board Members and Volunteers by whatever means to enable them to fulfil their potential in delivering the objects of the Company with the Board's approval;
- 4.20 To do all such lawful things as are necessary or desirable and which helps to promote the Objects;
- 4.21 To be able to amend the Articles of Association.

5. Relationship of Members, Board and Committee members to the Association

- 5.1 The property and funds of the Association must be used only for promoting the Objectives and do not belong to any Members but:
- 5.1.1 Company (Full) Members who are not Board or Committee Members, may be employed by or enter into contracts with the Association and receive reasonable payment for goods or services supplied;
 - 5.1.2 Company Members, and Board Members may be paid a reasonable rent or hiring fee for property or equipment let or hired to the Association.
- 5.2 Board members must not receive any payment of money or other material benefit (whether directly or indirectly) from the Association except:
- 5.2.1 as mentioned in clauses 4.16 (indemnity insurance), 5.1.2 (rent), or 5.3 (contractual payments);
 - 5.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association and with advance approval of the Board;
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings);
- 5.3 A Board Member may not be an employee of the Association, but a Board Member or a connected person may enter into a contract with the Association to supply goods or services in return for a payment or other material benefit if:
- 5.3.1 the goods or services are actually required by the Association;
 - 5.3.2 the nature and level of the benefit is no more than reasonable in relation to the value of the goods or services and is set at a meeting of the Board in accordance with the procedure in clause 5.4; and
 - 5.3.3 no more than one half of the Committee or Board are interested in such a contract in any financial year.
- 5.4 Whenever a Board or Committee Member has a personal interest in a matter to be discussed at a meeting of the Board or Committee, he must:
- 5.4.1 declare an interest before the meeting or at the meeting before discussion begins on the matter;

5.4.2 be absent from the meeting for that item unless expressly invited to remain in order to provide information;

5.4.3 not be counted in the quorum for that part of the meeting; and

5.4.4 be absent during the vote and have no vote on the matter.

5.5 Committee and any working group members can claim reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Association with prior approval of the board.

6. Members Financial Liability

The financial liability of Members is limited to one pound (£1) subject to clause 7.

7. Winding up

7.1 Every Full Member undertakes to contribute up to £1 to the Association's assets, if it is wound up while he is a Full Member or within one year after he has ceased to be a Full Member.

7.2 The contribution under Clause 7.1 is towards:

7.2.1 the Association debts and liabilities contracted before he ceases to be a Full Member;

7.2.2 the costs charges and expenses of winding up; and

7.2.3 the adjustment of the rights of the contributories among themselves.

7.3 If the Association is wound up or dissolved the Members may resolve that any assets remaining after all its debts and liabilities have been satisfied is to be transferred to another like-minded organisation with Objectives similar to the Associations Objectives.

7.4 If no such body in Clause 7.3 exists or no such resolution is passed, the assets must be transferred to another organisation with objects as similar as possible to Associations Objects.

8. Members

8.1 Classes of Members

The members of the Association shall consist of Full Members (Company Members) and Non-Company Members comprising; Associate Members and Honorary Members.

8.2 Application for Membership for any category, except Honorary Members, shall be made in writing or electronic means to the Committee via the Association administrators, on the appropriate application form, completing all sections of the application form and satisfy the regulations contained in these Articles and any subsequent By-Laws of the Association. Those in Membership shall pay annual fees to ratify their Membership.

8.3 Requirements for **Full** (Company) Membership;

8.3.2 Every application to join the Association as a Full Member will be reviewed by the Board of the Association and the Board shall have the power to approve the application or refuse the application (without having to give any reasons) based on a majority vote;

8.3.3 Must carry out the electronic validation of identity documents in some part of their business, or be involved in the areas of policy, strategy or operational delivery;

8.3.4 Must be able and willing to appropriate market analytics from their Company to the Association, to assist in the overall Objectives of the Association.

8.4 Requirements for Associate Membership

8.4.1 Every application to join the Association as an Associate Member will be reviewed by the Board of the Association and the Board shall have the power to approve the application or refuse the application (without having to give any reasons) based on a majority vote.

8.4.2 Must be part of the wider identity community, which could include audit professionals, standards developers, academics, testing houses and biometric matching companies. The appropriateness of each application will be decided on by the Board as defined in 8.4.1.

8.5 Requirements for Honorary Members

You cannot apply for an Honorary Membership. The Board can confer Honorary Membership in recognition of an individual's exceptional personal contribution to the sector based on a majority vote. Honorary Members are individuals, they do not represent a company and do not pay a subscription.

8.6 Partnerships and Affiliations

The Association will consider partnering with other identity- related organisations on a case-by-case basis, and the Board shall have the power to approve the application or refuse the application (without having to give any reasons) based on a majority vote, and after consultation with Members.

9. Voting Rights of Members

9.2 Association and Honorary Members shall enjoy such privileges as the Committee may from time to time determine, provided that they have no right to vote at General Meetings of the Association or be elected to the Board or to nominate candidates for election to the Board or to take part in the management of the affairs of the Association, subject to Article 12.15.

10. Association Meetings

- 10.1 The Association shall hold a General Meeting as its Annual General Meeting every year (but not more than fifteen months after the holding of the preceding Annual General Meeting) at such time and place as may be determined by the Board, and shall specify the meetings as such in the notices calling the same;
- 10.2 All Members shall be entitled to attend;
- 10.3 All other General Meetings shall be called "Extraordinary General Meetings";
- 10.4 The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisitions, or, in default, may be convened by such requisitions as provided by Section 302 of the Companies Act 2006;
- 10.5 An Annual General Meeting and a meeting called for the passing of a Special Resolution shall be called by twenty-one days' notice in writing at least, and a meeting of the Association other than an Annual General Meeting or a meeting for the passing of a Special Resolution, shall be called by fourteen days' notice in writing at least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of the meeting and, in case of special business, the general nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Association in General Meeting, to such persons (including the Auditors) as are, under the Articles of the Association, entitled to receive such notices from the Association. Provided that a meeting of the Association shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed:
- 10.5.1 in the case of a meeting called as the Annual General Meeting by all the Members entitled to attend and vote there at; and
- 10.5.2 in the case of a meeting called as an Extraordinary General Meeting by a majority in number of the members having a right to attend and vote at the Meeting, being a majority together representing not less than ninety-five per cent, of the total voting rights at that meeting of all Members.
- 10.6 The accidental omission to give notice of a General Meeting, to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice, shall not invalidate the proceedings at that General Meeting.
- 10.7 Notice of every General Meeting shall be given in any matter hereinbefore authorised to:
- 10.7.1 every Company Member except those Company Members who (having no registered address within the United Kingdom) have not supplied to the Association an address within the United Kingdom for the giving of notices to them; and
- 10.7.2 the Auditors for the time being of the Association;
- 10.7.3 no other person shall be entitled to receive notices of General Meetings.

- 10.8 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and all that is transacted at an Annual General Meeting with the exception of the reading and approval of the Minutes of the previous meeting, the consideration of the accounts, balance sheets and reports of the Board and Committee and Auditors, and the appointment and fixing the remuneration of the Auditors.
- 10.9 The quorum for a General Meeting shall be Six (6) Full Members personally present.
- 10.10 If within fifteen minutes from the time appointed for a General Meeting a quorum is not present, the General Meeting, if convened upon 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 time and place as the Chair of the Committee and, him failing, the Vice Chair, Treasurer or past Chair shall determine; and if at such adjourned General meeting a quorum (as Article 10.9) is not present within half an hour from the time appointed for the Meeting the Members present shall form a quorum and shall be empowered to deal with the business of the General Meeting.
- 10.11 Except as provided in Article 10.12, the Chair of the Committee and, failing him, the Vice-Chair, Treasurer or past Chair (to be selected by the Meeting if more than one are present), shall preside at every General Meeting of the Association.
- 10.12 If there be no Chair, Vice-Chair, Treasurer or past Chair, or if at any General Meeting none of them are present within fifteen minutes after the time appointed for holding the Meeting, the Full Members present shall choose a Chair from their number to preside at the meeting.
- 10.13 The Chair (or other Board member or other Full Member presiding) may, with the consent of the General Meeting adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place. When a General Meeting is adjourned for thirty days or more, notice of the adjourned General Meeting shall be given as in the case of an original General Meeting.
- 10.14 or other Full Member presiding) that a resolution has been carried or lost or carried or not carried by a particular majority and an entry to that effect in the book of proceedings of the Association, shall be sufficient evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against such resolution. No poll shall be demanded on the appointment of a Full Member to preside at a General Meeting or on a question of adjournment.
- 10.15 If a poll is duly demanded by five (5) or more Full Members present in person or by proxy or by a Full Member present in person or by proxy and representing no less than one-tenth of the total voting rights of all the Members having the right to vote at the meeting it shall be taken in such manner as the Chair (or other Board member or other Full Member presiding) directs, and the result of such poll shall be deemed to be the Resolution of the Association in General Meeting. In the case of any equality of votes at any General Meeting, or any poll, if a poll be demanded, the Chair (or other Full Member presiding) shall be entitled to a second or casting vote. The demand for a poll may be withdrawn.

11. Votes of Members

- 11.1 At General Meetings, after the inaugural (first) Annual General Meeting of the Association, every Full Member shall have one vote. This vote will be cast by the principle contact at each Full member, subject to Article 11.2. Upon a poll, votes may be given either personally or by proxy.
- 11.2 The instrument appointing a proxy shall be in writing under the hand of the appointer. A proxy shall be a person otherwise entitled to attend and vote at the General Meeting.
- 11.3 The Instrument appointing a proxy shall be deposited at the Association Head Office not less than forty-eight hours before the time for holding the General Meeting or adjourned General Meeting at which the person named in such instrument proposed to vote, but no instrument appointing a proxy shall be valid after the expiration of six months from the date of its execution.
- 11.4 An instrument appointing a proxy must be in the form set out in section 327 of the Companies Act, 2006.
- 11.5 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- 11.6 Non-Company (Full) Members do not have any voting rights, only Full Members have voting rights.

12. Election of Committee and Board Members

- 12.1 All Full Members will have one seat on the Association Committee, prior to the incorporation of the Association.
- 12.2 There shall be a Board consisting of one Chair, two Vice-Chairs (Immigration and Financial Services), one Secretary and one Treasurer, all being members of the Committee. Members of the Board must be Committee Members;
- 12.8 Only one individual per Full Member shall be permitted to serve as a Member of the Committee or Board, at any one time, except where the Chair agrees, that an elected official nominates an individual within his/her company to attend on his/her behalf, on no more than two occasions in succession;
- 12.9 Should Corporate mergers produce a situation in which two (2) Members subsequent to their election become employees of the same corporation / organisation, they shall remain in post until their term of office is complete, at which time the normal rules of nomination and election will apply;
- 12.10 A Committee Member, excluding Chair, Vice Chairs, Secretary and Treasurer will be in post for a maximum of six (6) years. Thereafter they cannot put themselves forward for election to the Committee for one (1) year unless there are no other nominations;

- 12.11 If under Article 12.9 an individual from a Company Member has to step down, during his term of office, the Committee can invoke Article 12.14 or 12.15;
- 12.12 No canvassing shall take place in connection with any election of the Committee.
Any candidate by whom or on whose behalf, whether with or without the knowledge of such candidate, canvassing shall take place, shall be liable to be disqualified for election at the election in connection with which the canvassing shall have taken place.
- 12.13 Any question arising as to whether any canvassing shall have taken place by or on behalf of any candidate and as to whether any candidate by or on whose behalf such canvassing shall have taken place ought to be disqualified shall be determined by the Committee, whose decision shall be final and binding on all parties. Any question (which is not directed by the Articles to be dealt with by the Committee) arising upon the scrutineers' report (if employed) or otherwise in connection with the election of the Committee shall be determined by the Association in General Meeting.
- 12.14 The Committee may at any time appoint a representative from a Full Member as a Member of the Committee to fill a vacancy, and any Member so appointed, shall remain in office until the next Annual General Meeting, and shall be eligible for re-election at that meeting. Where a vacancy of the Committee requires to be filled, the Committee shall normally appoint the candidate with the highest number of votes who was unsuccessful at the last Committee elections and is now willing to accept appointment to the Committee, but may, in its discretion, appoint any other representative of a Full Member.
- 12.15 The Committee shall have the power to co-opt an additional Member (not only Full Members) onto the Committee or any working group formed, ratified by the Board. To ensure the correct skills and experience are available to the Association. The co-opted Member will take up committee and/or any working group duties until the next Annual General Meeting.
- 12.16 The Committee shall not at any time, however, include more than three co-opted Members. Any working group formed will not have a majority of co-opted members.
- 12.17 The Chair, Vice Chair and Treasurer shall be from different Full Members.
- 12.18 The Chair, Vice Chairs, Secretary, and Treasurer will become the only Directors of the Association and serve on the Executive Board of the Company and be registered as Directors of the Company within the meaning of the Act.
- 12.19 The Treasurer will serve for a minimum of one year and can be re-elected each year for up to a further four years.
- 12.20 The Secretary will serve for a minimum of one year and can be re-elected each year for up to a further four years.
- 12.21 The Chair will serve for a minimum of one year and can be re-elected each year for up to a further four years.
- 12.22 The results of any election shall be announced to the membership within 90 days.

13. Cessation of Board or Committee Membership

A Committee or Board Member shall cease to be such:

- 13.1 For Committee Members at the expiry of the term set out in article 12.10;
- 13.2 For Board Members at the expiry of the terms set out in article 12.19, 12.20 and 12.21,
- 13.3 by notice in writing to the Association he resigns as a Board and/ or Committee Member;
- 13.4 he ceases to be a Member of the Association;
- 13.5 he ceases to be a Director by virtue of any provisions of the Act or becomes prohibited by law from being a Director;
- 13.6 he is removed from office by resolution duly passed under section 168 of the Act;
- 13.7 In the event that any three or more Committee or Board Members present a written complaint to the Chair or Vice Chairs alleging that one of the other Committee (who may also be one of the officers of the Board) is unsuitable as a Committee or Board Member, whether:
 - 13.7.1 because of serious or persistent transgressions of the Association's Code of Ethics or Code of Conduct for the time being, or
 - 13.7.2 because of findings by a court of law which they believe in their absolute discretion to be incompatible with his status as a Committee or Board Member; or
 - 13.7.3 because of conduct during the Committee's or Board's business which they believe in their absolute discretion to be seriously disruptive or obstructive of the work of the committee or Board.

Then the Chair or Vice Chairs shall place the matter on the proposed agenda for a meeting of the Committee, giving all Committee Members at least 28 days' notice of the meeting and of the complaint (in such details as to enable them to prepare for the discussion).
- 13.8 If during that meeting the Committee shall so resolve that the Member has acted in a manner detrimental to the objects or interests of the Association and has contrived Article 13.7.1 Or 13.7.2 or 13.7.3, the Committee or Board Member complained of shall:
 - 13.8.1 if appointed to the Committee or Board by co-option or by uncontested election, immediately cease to be a Committee or Board Member;
 - 13.8.2 if appointed to the Committee or Board by contested election, then immediately be suspended from membership of the Committee or Board, and the Committee shall put the question of his continued membership of the Committee or Board to the general meeting, which shall be held within two months of the date of suspension.

13.9 If, during their term of office, a Member of the Committee or Board should take up new employment within the identity document validation industry, their new employment organisation must be a Full Member. If the new employer is not eligible to become a Full Member, they must step down on the first day of commencing the new employment.

13.10 If, during their term of office, a Member of the Committee or Board should retire from their employment within the identity document validation industry, the Board will determine if the Member should step down on the day of retirement or carry on to the next AGM, then step down.

14. Proceedings of Board & Committee

14.1 The Board may meet for the despatch of business, adjourn or otherwise regulate their meetings as the members of the Board thereof may think fit. However, the Board must meet a minimum of twice (two [2] times) per subscription year. The quorum at meetings of the Board for the transaction of business shall be three (3).

14.2 The Committee may meet for the despatch of business, adjourn or otherwise regulate their meetings as the members of the Committee thereof may think fit. However, the Committee must meet a minimum of twice (two [2] times) per subscription year. The quorum at meetings of the Committee for the transaction of business shall be six (6).

14.3 Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes at meetings of the Board or Committee, the Chair, or if absent, the nominated Chair, (as per Article 14.4), shall have a second (2) or casting vote.

14.4 The Chair of the Association shall preside at all meetings of the Board and Committee; but if, at any time, there be no such Chair, or if at any meeting the Chair be not present within fifteen minutes after the time appointed for holding the same or be not willing to act, one of the Vice-Chair, Treasurer or Past Chair will be selected and shall preside at such meeting or if there be no Vice-Chair, Treasurer or Past Chair present and willing to act, the members present shall choose someone of their number to preside at such meeting, and the person so chosen shall preside at such meeting accordingly.

14.5 All acts bona fide done by the Board or Committee shall be valid notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such Board or Committee, or of some member or members thereof, or that any member of such Board or Committee was not duly qualified to act.

14.6 The Board and Committee shall cause Minutes to be duly entered in books provided for this purpose:

14.6.1 of all appointments of officers (being the Chair, Vice Chairs, Treasurer;

14.6.2 of the names of the Members present at each meeting;

14.6.3 of all resolutions and proceedings of General Meetings and of meetings of the Board and Committee and any such Minutes of any meeting of the Board or Committee, or the Association, if purporting to be signed by the Chairman of such meeting, or by the Chairman of the next succeeding meetings, shall be sufficient evidence, without any further proof of the matters stated in such Minutes.

14.7 If the Committee and Board disagree over any financial matters of the Association, the decision of the Board will take priority over the Committee as Directors of the Company.

15. Subscriptions and Entrance Fees

- 15.1 Every Member (excluding Honorary members) shall pay to the Association an annual subscription as shall be prescribed by these articles or in accordance with one or more By-Laws.
- 15.2 If a Member does not make **full** payment of any subscription by the date specified in a notice (by invoice or other means) from the Association of the amount payable by him, his membership shall cease.
- 15.3 The annual membership subscription period will be from the 1st January and end on the 31st December. Where any Member has ceased to be a Member by reason of default in such payment, desires reinstatement of his membership he shall make application to the Committee who shall resolve the matter at its discretion.
- 15.4 The Board (or Committee may request the Board), to consider to discontinue, reduce, remit, or re-impose an annual subscription fee per class of membership, and any such subscription fee shall be of such amount fixed with at least one month's notice of next year's subscription fee circulated to the membership.
- 15.5 The Board (or Committee may request the Board), to require the payment of an entrance fee from all or some classes of membership seeking to become Members of the Association and may in their discretion from time to time discontinue, reduce, remit, or re-impose such entrance fee, and any such entrance fee shall be of such amount as the Board shall from time to time fix, and shall be payable at the same time as the first annual subscription.
- 15.6 If the Committee and Board disagree over the proposed new fee rates per class of membership and/or an entrance fee, the decision of the Board will take priority as Directors of the Company.

16. Accounts

- 16.1 The Board shall cause true accounts to be kept giving full particulars:

- 16.1.1 of all moneys, investments and assets and liabilities of the Association;
- 16.1.2 of all moneys received and expended by the Association and of the matters in respect of which such receipts and expenditure arise; and
- 16.1.3 of all sales and purchases of goods by the Association.

The said true accounts, whether kept in books or by electronic means or by combination of both, shall give a true and fair view of the state of the Association's affairs and to explain its transactions.

- 16.2 The said true accounts shall be kept at the Office or at such other place or places as the Board may from time to time determine. **The** Board will circulate the Accounts in a format and timescale agreed between the Board and Committee. **The** Board's decision on format and timescale will prevail.
- 16.3 The Association in General Meeting may impose reasonable restrictions as to the time and manner in which the accounts and books of the Association or any of them shall be open to the inspection of Company Full Members of the Association, and subject thereto any such accounts and books shall be open to the inspection of such Members at all reasonable times during business hours.

16.4 The Association shall in accordance with the Companies Act, 2006 cause to be prepared and laid before the Association at every Annual General Meeting of the Association such income and expenditure accounts, balance sheets, group accounts (if any) and reports as are referred to in the Act.

16.5 A copy of every Balance Sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in General Meeting, together with a copy of the Auditors' Report shall, not less than twenty-one days before the Annual General Meeting, be sent to the Auditors of the Association and to every Company Member of whose address the Association is aware.

17. Auditors and Audit

17.1 Auditors shall be appointed and their duties regulated in accordance with the Companies Act, 2006.

18. Notices

18.1 A notice may be served, or notification given, by the Association upon any Member by:

18.1.1 by sending it first-class post in a prepaid letter addressed to such member's Last known nominated contact, at his last registered place of work, in which case it shall be deemed to have been given at the expiration of 48 hours after the envelope containing it was posted; or

18.1.2 by electronic communications to such address as may for the time being be notified by that Member to the Association for that purpose. "Electronic communication" shall have the same meaning as in the Electronic Communications Act 2000 and proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Association of Chartered Secretaries and Administrators (or subsequent body formed) shall be conclusive evidence that the notice was given, and a notice given by electronic communication shall be deemed to be given at the expiration of 48 hours after the time it was sent.

19. Lists and Records

19.1 Records shall be kept of the names of all Members elected to Membership, and the dates when they were elected, transferred from one class to another if applicable, ceased to be Members, or were re-admitted, with such further particulars as may be necessary.

19.2 The Committee may request the Board to authorise and supply for use, and to vary from time to time as may be thought fit, such forms for Inquiries, Applications, Recommendations, and otherwise, as may be necessary, and to require any persons using the same to fill them up, in order that they may give full information.

19.3 The Committee may request the Board to authorise and vary from time to time as may be thought fit, such forms as Certificates of Membership, Examination Certificates, Dispensations, and otherwise as may be instigated or required.

19.4 The Administrators of the Association shall file such forms when received, duly filled up, for future reference, or enter particulars thereof in records.

20. By-Laws

- 20.1 The Committee may request the Board to consider making By-Laws for the regulation of the affairs of the Association and for the furtherance of its objects and from time to time to amend or revoke the same.
- 20.2 All such By-Laws for the time being in force shall be binding upon the Members of the Association in the same manner as these Articles. In the event of any conflict between the By-Laws and these Articles the provisions of these Articles shall prevail.
- 20.3 Every Member shall be bound to further to the best of his ability the objects, interests, and influence of the Association and shall observe all the By-Laws for the time being of the Association.

21. Designations

- 21.1 **All** Full Members shall be permitted to use the Association's Member Logo to designate their Membership of the Association and Associate members the Association's Member Logo to , for only the period that they are fully paid up members of the Association.

