

# DACS

## Application to register DACS as a licensing body in Ireland

**(a) the name of the applicant:** DACS, registered as the Design and Artists Copyright Society Ltd, company number 1780482

**(b) the address of the applicant:** DACS, 33 Old Bethnal Green Road, London, E2 6AA UK

**(c) the names of the chairperson and other members of the board or officers, or names of partners, as the case may be, of the applicant:**

**Chair of the Board:** Margaret Heffernan

**Board Members:**

Neil Burgess

Julia Crabtree

Jonathan Gosling

Rut Blees Luxemburg

James Nadin

Gajinder Panesar

Janette Parris

Frederique Pierre-Pierre

Oliver Evans

Cedar Lewisohn

Donall Curtin

Adham Faramawy

Simon Patterson

**(d) a copy of the memorandum and articles of association, or partnership agreement, as the case may be, of the applicant:**

Articles of Association for DACS enclosed

# DACS

**Company No:**

**1780482**

**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A  
SHARE CAPITAL**

**ARTICLES OF ASSOCIATION OF**

**DESIGN AND ARTISTS COPYRIGHT SOCIETY**

**Adopted by special resolution passed on**

**26 September 2016 as amended by a special resolution  
passed on 27 August 2020**

SATURDAY



A16 \*A9CY8WG2\* #105  
05/09/2020  
COMPANIES HOUSE

## 1. DEFINITIONS AND INTERPRETATION

In these Articles the following words and expressions have the following meanings:

the **"Acts"** means the Companies Acts (as defined in Section 2 of the Companies Acts 2006), in so far as they apply to the Society;

**"Annual Transparency Report"** means the annual report on the operations and financial performance of the Society in such form and containing such information as is required by the Regulations;

**"Artist's Resale Right"** means the resale right for the benefit of the author of an original work of art including the resale right set out in Directive 2001/84/EC of the European Parliament and of the Council of the European Union dated 27 September 2001, any right enforced by any law implementing such Directive anywhere and any right of a similar nature in any part of the world;

**"associate member"** has the meaning given in Article 13;

**"Auditors"** means the auditors of the Society appointed in accordance with Article 80;

the **"Board"** means the board of Directors for the time being of the Society;

**"Business Day"** means a day other than a Saturday, Sunday or public holiday in England when banks in London are open for business.

**"Copyright Licensing Member"** means an Owner or representative of an Owner/Owners that has appointed the Society to be its exclusive licensee and sole agent in relation to the Full Rights in all existing and future Works created by one or more Visual Creator alone, and all Works created by such Visual Creator(s) with others (to the extent of the Visual Creator's contribution to such Works), or a Copyright Licensing Member whose status as a Copyright Licensing Member has been confirmed in writing by the Society notwithstanding that a different set of Rights is licensed by that Copyright Licensing Member to the Society;

**"Director"** means a director of the Society unless the context provides otherwise;

**"Distribution"** means any distribution which may, pursuant to the Rules, be made among the Members out of the moneys received by the Society in respect of the exercise of the rights, licence or authority granted by them to the Society and **"Distributed"** and **"Distributable"** have corresponding meanings;

**"Electronic Facility"** includes, without limitation, website addresses and conference call systems, and any device, system, procedure, method or other facility whatsoever providing an Electronic Means of attendance at or participation in (or both attendance at and participation in) a general meeting determined by the Board pursuant to Article 23.2;

**"Electronic Form"** has the meaning given to it in the Companies Act 2006;

**"Electronic Means"** has the meaning given to it in the Companies Act 2006;

**"Full Rights"** means in relation to any Work, all rights existing in the nature of copyright at the time such rights are licensed to the Society or in future comes into existence in any part of the world including (without limitation) Secondary Rights;

**“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;

**“Member”** means any person who on the date of adoption of these Articles is a Copyright Licensing Member and any person admitted to Membership under Articles 10 and 11;

**“Member Director”** means a Director who is a Member and is appointed as a Member Director following the process in Article 47;

**“Membership”** means membership of the Society as a Member;

**“Membership Agreement”** means such form of agreement and other documentation as may from time to time be prescribed by the Directors relating to the Member mandating the Society to exercise that Member’s Rights and setting out the terms and conditions of the agreement with the Society;

**“Membership Criteria”** means the eligibility criteria for Membership set out in the Membership Agreement;

**“Members’ Agreements”** means the Membership Agreements from time to time between the Society and the Members relating to their rights, obligations and relationship with the Society;

**“Non-Member Director”** means a Director who is not a Member and is appointed as a Non-Member Director following the process in Article 47;

the **“Office”** means the registered office of the Society;

**“Original Directors”** means the Directors of the Society on the date that these Articles were adopted;

**“Owners”** means the owners or part owners of copyright in artistic works of any kind (who may be, but are not necessarily, the originators or Visual Creators), including without limitation any painting, sculpture, photograph, illustration, architectural, industrial or other design or other visual artefact whatsoever;

**“Payback”** means the payments made from time to time by the Society to Visual Creators (and their heirs and beneficiaries) of a share of revenue collected by the Society in respect of Collectively Administered Rights for the secondary uses of the Works of Visual Creators;

**“Person”** means any individual, corporation, firm or other legal entity;

**“President”** means the individual elected by the Directors in accordance with Article 73 from time to time;

**“Representative Organisation”** means an organisation which represents the interests of any Visual Creator from whom that organisation has obtained the right, mandate or authority to authorise the Society to administer all Secondary Rights;

**“Regulations”** means The Collective Management of Copyright (EU Directive) Regulations 2016 (SI 2016/221);

**“Rights”** means the Full Rights, Secondary Rights and Artist’s Resale Right or any of them;

**“Rights Holder”** means any person who has entered into a Membership Agreement;

**“Rights Revenue”** means income collected by the Society on behalf of Rights Holders, whether deriving from an exclusive right, a right of remuneration or a right to compensation.

**“Rules”** means the rules from time to time made for the purposes mentioned in Article 5.12 and includes the Distribution policies of the Society;

**“Secondary Rights”** or **“Collectively Administered Rights”** means in relation to any Work, those rights which the Visual Creator is unable to exercise otherwise than collectively including all or any of the following (without limitation):

- (a) cable retransmission right
- (b) communication to the public right
- (c) making available to the public right
- (d) digital and electronic imaging rights
- (e) lending right
- (f) off-air recording right
- (g) private audio-visual recording right
- (h) public display right
- (i) rental right
- (j) reprographic right
- (k) terrestrial and satellite broadcast right
- (l) such other rights as may hereafter come into existence;

the **“Society”** means Design and Artists Copyright Society;

**“Secretary”** means the secretary of the Society appointed in accordance with Article 71;

**“Visual Creator”** means the creator of any Work capable of being reproduced by any means whatsoever; and

**“Work”** means any artistic work including without limitation any painting, drawing, diagram, map, chart, plan, engraving, etching, lithograph, woodcut, photograph or other product of photography, sculpture, cast, collage, architectural work or architectural model, work of artistic craftsmanship, computer or electronically generated work, or typographical arrangement or other visual artefact whatsoever, and any film which is primarily intended to be viewed and appreciated as a work in the nature of an artistic work such as a photograph or painting rather than as a film.

Words importing the singular number include the plural and vice versa. Words importing the masculine gender include the other genders.

Words importing persons include firms, associations and limited companies.

Words or expressions contained in these Articles shall bear the same meaning as in the Acts but excluding any statutory modification not in force at the date at which these Articles become binding on the Society. Headings used in these Articles have no meaning.

A reference to a **meeting**:

- (a) shall mean a meeting convened and held in any manner permitted by these Articles, including a general meeting at which some (but not all) those entitled to be present attend and participate by means of Electronic Facility or Facilities, and such persons shall be deemed to be present at that meeting for all purposes of the Acts and these Articles, and **attend, participate, attending, participating, attendance and participation** shall be construed accordingly; and
- (b) shall not be taken as requiring more than one person to be present if any quorum requirement can be satisfied by one person.

References to **general meetings** shall include, for the avoidance of doubt, annual general meetings and extraordinary meetings.

References to a person's **participation** in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly appointed representative) to speak, vote, be represented by a proxy and have access in hard copy or Electronic Form to all documents which are required by the Acts or these Articles to be made available at the meeting, and **participate and participating** in the business of a general meeting shall be construed accordingly.

Nothing in these Articles precludes the holding and conducting of a general meeting in such a way that persons who are not present together at the same place may by Electronic Means attend and participate in it.

## 2. **NAME OF COMPANY**

The name of the Company (hereinafter called "**the Society**") is "DESIGN AND ARTISTS COPYRIGHT SOCIETY".

## 3. **REGISTERED OFFICE**

The Registered Office of the Society is situated in England.

## 4. **OBJECTS**

The objects for which the Society is established are:

- 4.1 To ensure the representation, furtherance and defence of the professional, economic, legal and moral interests of Owners with regard to reproduction and other rights therein throughout the world either on an individual basis or collectively, and to promote the advancement of visual arts and education.
- 4.2 In particular but not exclusively, to control, administer, exercise and enforce on behalf of Members, associate members and Owners all the rights and remedies of Owners whether in the nature of copyright or otherwise including (without limitation) the Artist's Resale

Right in respect of the exploitation or use in any way of the works of Members, associate members and Owners including (without limitation) reproduction by any method.

4.3 To carry out all necessary research and to enter into negotiations with governments and all other authorities and bodies for the purpose of such legislation and other reforms as may be necessary from time to time in the view of the Society.

4.4 In the exercise and enforcement of the said rights of Members, associate members and Owners to collect and to appoint agents for the collection and recovery of all fees and other moneys due to Members, associate members and Owners by reason of the enforcement of their rights, and to distribute such fees and other monies in accordance with the rules of the Society which may be altered from time to time as the Society in a general meeting thinks fit. In consideration of the Society exercising and enforcing the Members', associate members' and Owners' rights, such Members, associate members and Owners will give to the Society such mandates, licences, assignments, powers of attorney or other authorisations which the Society shall deem necessary and expedient to enable it to exercise and enforce such rights.

## 5. **POWERS**

Subject to Article 16, in furtherance of the foregoing objects but not further or otherwise the Society shall have the following powers, to the extent permitted by and in accordance with these Articles and any applicable law or regulation (including without limitation the Regulations):

5.1 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Society may think necessary or convenient and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Society.

5.2 To sell, let, sub-let, lease, mortgage, dispose of or turn to account all or any of the property or assets of the Society as may be thought expedient and to accept surrenders of leases and tenancies and to make allowances to and arrangements with tenants, as may be deemed expedient in the interests of the Society.

5.3 To undertake and execute any charitable trusts which may lawfully be undertaken by the Society, and to hold and administer any property or funds subject to any such trust.

5.4 Subject to such consents as may be required by law, to borrow or raise money for the purposes of the Society on such terms and on such security as may be thought fit.

5.5 To invest the moneys of the Society not immediately required for its purposes in or upon such investments, securities and property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

5.6 Either alone or jointly with any Person or body of Persons to promote or approve any Act of Parliament, Royal Charter or other measure with a view to the attainment of the objects of the Society, or any of them, and to oppose any Bills, proceedings or applications which seem calculated to prejudice the attainment of the objects of the Society, or any of them, and for all or any of the purposes aforesaid to petition Parliament, to promote deputations and generally to take such steps and proceedings as may be deemed expedient.

- 5.7 To produce, edit, print, publish, sell, hire or otherwise deal in journals, newspapers, magazines, periodicals, brochures, pamphlets and other literature, and to disseminate by means of cinema and other exhibitions, television or radio broadcasting or otherwise information of such matters as appertain and relate and are ancillary to Members, associate members and Owners or that may in any way further the objects of the Society, and to establish, support, or co-operate with any other organisation whose aim is to publicise or promote Owners in a manner approved by the Society.
- 5.8 To take any gift of property, whether subject to any special trust or not, for any of the objects of the Society, and to take steps by personal or written appeals, public meetings, exhibitions, displays, competitions, or otherwise, as may from time to time be deemed expedient for procuring contributions, donations and annual or other subscriptions to the funds of the Society.
- 5.9 To establish and/or support or aid any establishment and any association or institution and to subscribe and guarantee money or covenant money for purposes in any way connected with the purposes of the Society.
- 5.10 To join, affiliate or co-operate with any other organised body in the United Kingdom, Europe, or elsewhere, having objects similar to those of the Society, with a view to furthering the objects of the Society, and to amalgamate with any company having objects similar to those of the Society.
- 5.11 To encourage and advance Members and associate members of the Society and others by the grant of prizes, scholarships or other awards and distinctions and by such other means as may from time to time be determined.
- 5.12 To make such rules and regulations for the management and administration of the Society and for matters connected therewith as the Society in its discretion think fit and from time to time to add, amend, vary, revoke or replace any such rules and regulations but so that nothing in this Article shall be deemed to authorise any application of any part of the investments and property held by or on behalf of the Society or the income thereof otherwise than in conformity with these Articles.
- 5.13 To appoint and constitute such committees, boards or bodies (whether advisory or not) as the Society may consider desirable for the better management and administration of the Society and to make amend vary revoke and replace rules and regulations for the purpose of defining their functions powers and organisation and also (if the Society shall think fit) to pay an honorarium or fee or salary to and defray expenses incurred by any member of such committee board or body appointed as aforesaid.
- 5.14 To apply for and take out, purchase or otherwise acquire, any patents, patent rights, brevets d'invention, inventions, licences, conversions, trade marks, or secret processes, which may further the objects of the Society, and to grant licences to use the same.
- 5.15 To cause the Society to be registered or otherwise incorporated in accordance with the laws of any foreign country where the Society's work is or is to be carried on.
- 5.16 To establish or promote any company for the purpose of acquiring all or any of the property, rights or liabilities of the Society, or for any other purpose which may seem calculated to benefit the Society.



5.17 To pay all or any expenses incurred in connection with the promotion and incorporation of the Society, and to remunerate any Person, firms or company rendering services to the Society, either by cash payment or otherwise.

5.18 To do all such other things as are incidental or conducive to the attainment of the above objects or any of them.

## **6. LIABILITY OF MEMBERS**

The liability of Members is limited.

## **7. MEMBERS CONTRIBUTION UPON WINDING UP**

Every Member undertakes to contribute to the assets of the Society, in the event of the same being wound up during the time that he is a Member or within one year afterwards, for the payment of debts and liabilities of the Society contracted before the time at which he ceases to be a Member, and the costs, charges and expenses of winding up the same, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding £1.

## **8. APPLICATION OF INCOME AND PROPERTY OF THE SOCIETY**

The income and property of the Society, whencesoever derived, shall be applied solely towards the objects of the Society as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members PROVIDED THAT nothing herein shall prevent the payment in good faith of Distribution by the Society to its Members in accordance with these Articles, or reasonable and proper remuneration to any officer or servant of the Society or to any Member in return for any services actually rendered to the Society, nor prevent the payment of interest at a reasonable rate on money lent, or reasonable and proper rent for premises demised as let by any Member to the Society.

## **9. NUMBERS OF MEMBERS**

The number of Members of the Society is unlimited.

## **10. ELIGIBILITY OF MEMBERS**

Only Persons who are eligible to become Copyright Licensing Members shall be eligible to become Members.

## **11. ADMISSION TO MEMBERSHIP**

11.1 Any Person who is eligible may apply to the Society for admission to Membership as a Member irrespective of the EU Member State of nationality, residence or establishment. Such applications shall be made in writing signed by the applicant and shall be in such form or forms as the Board shall from time to time prescribe. The Board may require an applicant to supply such evidence of eligibility as it considers reasonably necessary to enable the Board to determine whether the applicant meets the Membership Criteria.

11.2 Each application shall be considered by the Board (or any other body approved by the Board for such purpose) in accordance with the Membership Criteria. The Board shall be entitled to refuse any application if it considers that the Membership Criteria are not met.

In the event that the Board refuses any application, the Board shall provide the applicant with a clear explanation of the reasons for its decision.

- 11.3 Any applicant who meets the Membership Criteria will be required to execute a Membership Agreement prior to becoming a Member.

**12. MEMBERSHIP AGREEMENTS**

- 12.1 All Members are required to observe the Articles and the terms of the Membership Agreement (as the same may be amended from time to time).

- 12.2 The Board shall fix and may vary from time to time any subscription which shall be paid by the Members and shall fix and may vary from time to time the dates on which such subscription shall become due and payable.

- 12.3 The Board may differentiate and vary as they see fit, the subscriptions payable by Members and may for this purpose divide the Membership of the Society into different subscription classes. The Board shall on application, if it so wishes, determine the subscription class of the prospective Member and shall determine that part of the current subscription which shall be paid by the prospective Member on admission for the remaining part of the subscription period if it has been determined.

- 12.4 The Board shall fix and may from time to time vary any subscription which shall be paid by the Members and shall fix and may vary from time to time the dates on which such subscription shall become due and payable.

**13. ASSOCIATE MEMBERS**

Subject to the regulations, the Board may establish such classes of associate members (including, without limitation, for Artist's Resale Right Owners and Payback Owners) with such description and with such rights and obligations (including, without limitation, the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such regulations as the Board shall make, provided that no such associate members shall be Members of the Society for the purposes of the Articles or the Acts.

**14. RIGHTS OF MEMBERS**

- 14.1 Subject to these Articles, Members shall have the following rights:

14.1.1 those set out in the Acts as applicable to members of a company limited by guarantee;

14.1.2 those set out in the Regulations;

14.1.3 any common law or equitable or other rights applicable to members of a company limited by guarantee; and

14.1.4 all the voting rights of the Society as set out in these Articles.

- 14.2 The rights and privileges of a Member are personal to such Member who shall not be at liberty to transfer his Membership, rights and/or privileges to any other Person, except as set out in these Articles.

**15. DELEGATION OF RIGHTS**

The rights and obligations of Copyright Licensing Members and Associate Members in respect of the delegation of their rights to the Society are set out in their respective Members' Agreements.

**16. MEMBERS' POWERS**

**16.1** Except to the extent that some or all of the powers are delegated by the Members in accordance with Articles 16.3 and/or 16.4 the following matters shall not be carried out without the approval of the Members by ordinary resolution:

- 16.1.1** any changes to the standard terms of the Membership Agreement and/or any changes to any other terms or conditions governing Membership;
- 16.1.2** the appointment and dismissal of Directors;
- 16.1.3** the approval of any remuneration or other benefits of Directors (including without limitation monetary and non-monetary benefits, pension awards and entitlements and rights to severance pay);
- 16.1.4** the adoption of or any amendment to the Society's general policy on the distribution of amounts due to Rights Holders;
- 16.1.5** the adoption of or any amendment to the general policy on the use of non-distributable amounts;
- 16.1.6** the adoption of or any amendment to the general investment policy with regard to Rights Revenue and any income arising from the investment of Rights Revenue;
- 16.1.7** the adoption of and any amendment to the general policy on deductions from Rights Revenue and any income arising from the investment of Rights Revenue;
- 16.1.8** the use of non-distributable amounts;
- 16.1.9** the adoption of or any amendment to the Society's risk management policy;
- 16.1.10** the approval of any acquisition, sale or hypothecation of immoveable property;
- 16.1.11** the approval of mergers and alliances, the setting-up of subsidiaries, and the acquisition of other entities or shares or rights in other entities;
- 16.1.12** the approval of taking out loans, granting loans or providing security for loans; and
- 16.1.13** the approval of the Annual Transparency Report.

**16.2** The following matter shall not be carried out without the approval of the Members by special resolution:

- 16.2.1** any amendment to these Articles or the adoption of new articles in substitution for these Articles.

- 16.3 The Members may, subject to the Regulations, delegate the responsibility for some or all of matters listed in Article 16.1, or remove any such delegation previously granted, as follows:
- 16.3.1 by ordinary resolution, delegate responsibility for any or all of the matters listed in Articles 16.1.9 to 16.1.12 to the Directors (or, if different, to those directors exercising the supervisory function pursuant to Article 42);
  - 16.3.2 by ordinary resolution, delegate responsibility for any or all of the matters listed in Article 16.1 to an assembly of delegates elected at least every four years by the Members.
- 16.4 The Members hereby delegate, in accordance with Article 16.3 the approval of the following matters to the Directors (or, if different, those directors exercising the supervisory function pursuant to Article 42 from time to time) until such time as any such delegation is terminated in accordance with Article 16.3:
- 16.4.1 the adoption of or any amendment to the Society's risk management policy;
  - 16.4.2 the approval of any acquisition, sale or hypothecation of immoveable property;
  - 16.4.3 the approval of mergers and alliances, the setting-up of subsidiaries, and the acquisition of other entities or shares or rights in other entities; and
  - 16.4.4 the approval of taking out loans, granting loans or providing security for loans.

**17. WAIVER**

On admission, every Member shall be deemed to have waived any right he may have against the Society in respect of any exploitation of rights in his Works which may have occurred prior to such date of admission, and in respect of any revenue under any licence received by the Society before such date.

**18. CESSATION OF MEMBERSHIP**

The rules, rights and obligations of Members in respect of the cessation of their Membership are set out in the respective Members' Agreements.

**19. PROCEEDINGS INSTITUTED BY OR AGAINST THE SOCIETY**

If any proceedings have been instituted by or against the Society in respect of any Member's Works, either in the name of the Society or of the Member, and such Member ceases to be a Member during the pendency of the proceedings, any rights the subject of such proceedings which have been vested in the Society by such Member, or are controlled by the Society by virtue of his Membership, shall remain so vested or controlled until such proceedings are finally disposed of unless and until the Board otherwise determines.

**20. CESSATION OF RIGHTS PRIVILEGES AND OBLIGATIONS**

Subject to the provisions of the Members' Agreements and these Articles, all rights privileges and obligations of Membership shall cease on the date of cessation of Membership. In particular, but without prejudice to the generality of the foregoing, the Member concerned shall (subject to the provisions of the Members' Agreements) cease to have any claim upon the assets of the Society, and shall not be entitled to participate in any further Distributions, save as to any payment to which he may be entitled in accordance

with the Rules or his Members' Agreement in respect of any period prior to the cessation of Membership or in accordance with Payback.

**21. ANNUAL GENERAL MEETINGS**

The Society shall hold a general meeting in every calendar year as its annual general meeting at such time and place, including partly (but not wholly) by means of Electronic Facility or Facilities, as may be determined by the Board, and shall specify the meeting as such in the notices calling it PROVIDED THAT every annual general meeting shall be held not more than fifteen months after the holding of the last preceding meeting.

**22. EXTRAORDINARY GENERAL MEETINGS**

22.1 All general meetings, other than annual general meetings, shall be called extraordinary meetings.

22.2 The Board may whenever it thinks fit convene an extraordinary meeting, and extraordinary meetings shall also be convened on requisition by the Members in accordance with the Acts, or in default may be convened by such requisitionists of the Members, as provided by the Acts or these Articles.

**23. CONVENING GENERAL MEETINGS**

23.1 Subject always to Article 23.4, the Board may make whatever arrangements it considers fit to allow those entitled to do so to attend and participate in any general meeting.

23.2 The Board may resolve to enable persons entitled to attend and participate in a general meeting to do so partly (but not wholly) by simultaneous attendance and participation by means of Electronic Facility or Facilities, and may determine the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of an Electronic Facility or Facilities (as so determined by the Board) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting shall be duly constituted and its proceedings valid if the chairman is satisfied that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an Electronic Facility or Facilities) are able to:

23.2.1 participate in the business for which the meeting has been convened;

23.2.2 hear all persons who speak at the meeting; and

23.2.3 be heard by all other persons attending and participating in the meeting.

23.3 All persons seeking to attend and participate in a general meeting by way of Electronic Facility or Facilities shall be responsible for maintaining adequate facilities to enable them to do so. Subject only to the requirement for the chairman to adjourn a general meeting in accordance with the provisions of Article 30.2, any inability of a person or persons to attend or participate in a general meeting by way of Electronic Facility or Facilities shall not invalidate the proceedings of that meeting.

23.4 Nothing in these Articles authorises or allows a general meeting to be held exclusively on an electronic basis.

- 23.5 The Board shall determine in relation to each general meeting the means of attendance at and participation in the meeting, including whether the persons entitled to attend and participate in the meeting shall be enabled to do so (subject to Article 23.4) by means of Electronic Facility or Facilities pursuant to Article 23.2 (and for the avoidance of doubt, the Board shall be under no obligation to offer or provide such facility or facilities, whatever the circumstances).
- 23.6 Unless otherwise specified in the notice of meeting or determined by the chair of the meeting, a general meeting is deemed to take place at the place where the chair of the meeting is at the time of the meeting.
- 23.7 Two or more persons who may not be in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 23.8 A person is able to participate in a meeting if that person's circumstances are such that if he or she has (or were to have) rights in relation to the meeting, he or she is (or would be) able to exercise them.
- 23.9 In determining whether persons are attending or participating in a meeting, other than at a physical place, it is immaterial where any of them are or how they are able to communicate with each other.
- 23.10 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 23.11 A person is able to exercise the right to vote at a general meeting when:
- 23.11.1 that person is able to vote, during the meeting (or, in the case of a poll, within the time period specified by the chairman of the meeting) on resolutions put to the vote at the meeting; and
  - 23.11.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 23.12 If, at any general meeting at which members are entitled to participate by means of Electronic Facility or Facilities determined by the Board pursuant to Article 23.2, any document is required to be on display or to be available for inspection at the meeting (whether prior to or for the duration of the meeting or both), the Company shall ensure that it is available in Electronic Form to persons entitled to inspect it for at least the required period of time, and this will be deemed to satisfy any such requirement.

## **24. NOTICE FOR GENERAL MEETINGS**

- 24.1 Subject to the provisions of the Acts relating to special resolutions, twenty one (21) days' notice at the least of every annual general meeting and fourteen (14) days' notice at the least of every other general meeting (exclusive in every case both of the day on which it is served and of the day for which it is given), or shorter notice if it is so agreed by a majority in number of the Members having a right to attend and vote at that meeting where such majority represents at least 90% of the total voting rights at that meeting of all the Members, specifying the place, the day and the hour of the meeting, and in the case of special business the general nature of that business, shall be given in the manner set out in

these Articles to such Persons as are under these Articles or under the Acts entitled to receive such notices from the Society.

24.2 If pursuant to Article 23.2 the Board determines that a general meeting shall be held partly by means of Electronic Facility or Facilities, the notice shall:

24.2.1 include a statement to that effect;

24.2.2 specify the means, or all different means, of attendance and participation thereat, and any access, identification and security arrangements determined pursuant to Article 35.3; and

24.2.3 state how it is proposed that persons attending or participating in the meeting electronically should communicate with each other during the meeting.

25. **FAILURE OF NOTICE**

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

26. **PROCEEDINGS AT GENERAL MEETINGS**

All business shall be treated as special business that is transacted at any extraordinary meeting, and all that is transacted at an annual general meeting shall also be treated as special business, with the exception of the consideration of the income and expenditure account and balance sheet, and the reports of the Board and of the Auditors, the election and appointment of Directors and auditors, the fixing of the remuneration of the Auditors, the approval of the Annual Transparency Report and the individual statements to be made by the Directors pursuant to Article 51.2.

27. **QUORUM FOR GENERAL MEETINGS**

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as provided in these Articles, the quorum shall be two Persons entitled to vote on the business to be transacted, each being a Member, or an authorised representative and/or proxy of a Member or Members.

28. **QUORUM NOT PRESENT**

If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting 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 appoint, with the same means of attendance and participation (including partly but not wholly by means of Electronic Facility or Facilities), and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting those present and entitled to vote shall be a quorum.

29. **CHAIRMAN OF GENERAL MEETINGS**

The chairman (if any) of the Board shall preside as chairman at every general meeting, but if there be no such chairman, 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, or

becomes unable to preside for more than fifteen minutes during the meeting, the Directors present shall choose one Director to preside.

### **30. ADJOURNMENT OF GENERAL MEETINGS**

30.1 The chairman, may, with the consent of the Members attending any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a meeting from time to time, and from place to place and/or from such Electronic Facility or Facilities for attendance and participation to such other Electronic Facility or Facilities as the meeting shall determine.

30.2 If it appears to the chairman that the facilities at the principal meeting place or an Electronic Facility or Facilities or security at any general meeting have become inadequate for the purposes referred to in Articles 23.2, or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of meeting, then the chairman shall, without the consent of the meeting, interrupt or adjourn the general meeting.

30.3 No business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for ten days or more notice of the adjourned meeting shall be given in the same manner as of an original meeting.

### **31. VOTING AT GENERAL MEETINGS**

31.1 At all general meetings a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is duly demanded in accordance with these Articles.

31.2 Unless a poll be so demanded, a declaration by the chairman of the meeting that a resolution has been carried unanimously or by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the minute book of the Society shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

### **32. POLL AT GENERAL MEETINGS**

32.1 A poll on a result may be demanded:

32.1.1 in advance of the general meeting where it is to be put to the vote; or

32.1.2 at a general meeting, either before a show of hands on that decision or immediately after the declaration of the result of the show of hands.

32.2 A poll may be demanded by:

32.2.1 the chairman of the meeting;

32.2.2 the Directors;

32.2.3 two or more persons having the right to vote on the resolution; or

32.2.4 a person or persons representing not less than 10% of the total voting rights of all the Members having the right to vote on the resolution.

32.3 A demand for a poll may be withdrawn if:



32.3.1 the poll has not yet been taken; and

32.3.2 the chairman of the meeting consents to the withdrawal.

32.4 Subject to the provisions of Article 33, if a poll be demanded in accordance with Article 31 and this Article 32, it shall be taken at such time and place, and in such manner, as the chairman 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.

**33. NO POLL PERMISSIBLE**

Subject to Article 36.4, no poll shall be demanded on the election of a chairman of a meeting, or on any question of adjournment.

**34. CONTINUANCE OF MEETING**

The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

**35. VOTES OF MEMBERS AND ATTENDANCE AT GENERAL MEETING**

35.1 A Member who is a patient within the meaning of the Mental Health Act 1983 may vote, whether on a show of hands or on a poll, by his donee of a lasting power of attorney by proxy.

35.2 Save for the Directors' rights to attend general meetings and save as expressly provided and subject to the provisions of these Articles, no Person other than a Member duly registered and who shall have paid every subscription and other sum (if any) which shall be due and payable to the Society in respect of his Membership, shall be entitled to be present or to vote on any question either personally or by proxy, at any general meeting.

35.3 If a general meeting is held partly by means of an Electronic Facility or Facilities pursuant to Article 23.2, the Board and the chairman may make any arrangement and impose any requirement or restriction that is:

35.3.1 necessary to ensure the identification of those taking part by means of such Electronic Facility or Facilities and the security of the electronic communication; and

35.3.2 in its or his or her view, proportionate to those objectives.

In this respect, the Board may authorise any voting application, system or facility for attendance and participation as it sees fit.

35.4 The Board shall be entitled in its absolute discretion to authorise one or more persons (including the Directors, the company secretary or the chairman) to refuse physical or electronic entry to, or eject (physically or electronically) from, any meeting any person who fails to provide such evidence of identity or to submit to such searches or to otherwise comply with such security arrangements or restrictions as are required pursuant to this Article, or who causes the meeting to become disorderly.

**36. VOTES ON A SHOW OF HANDS AND A POLL**

36.1 On a vote on a resolution which is carried out by a show of hands each:

- 36.1.1 Member present shall have one vote;
- 36.1.2 authorised representative of a Member present shall have one vote; and
- 36.1.3 proxy present who has been duly appointed by a Member shall have one vote;

provided that if a person attending the meeting falls within two or more of the above categories and/or is an authorised representative and/or proxy for more than one Member, he shall have a maximum of one vote.

36.2 On a vote on a resolution which is carried out by a poll each:

- 36.2.1 Member present shall have one vote; and
- 36.2.2 authorised representative and/or proxy of one or more Member present shall have the number of votes equivalent to the total number of Member(s) he represents (as authorised representative/proxy)

provided that if a person attending the meeting falls within both of the above categories, the number of votes are cumulative.

36.3 The voting rights set out in Article 36.2 do not, and are not intended to, create class rights of Members. In the event that Article 36 is found to create class rights of Members, such purported class rights may be varied by special resolution of the Society (and the consent of the individual class of Members shall not be required).

36.4 A resolution put to the vote at a general meeting held partly by means of Electronic Facility or Facilities shall be decided on a poll, which poll votes may be cast by such Electronic Means as the Board, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates.

## 37. **POWER TO APPOINT AN AUTHORISED REPRESENTATIVE OR PROXY**

37.1 An organisation admitted to Membership which is an incorporated body may by a resolution of its directors or other governing body authorise a person to act as its authorised representative at any meeting of the Company.

37.2 A Member is entitled to appoint any person as his, her or its proxy to exercise all or any of his, her or its rights to attend and speak and vote at a general meeting of the Company. A proxy must vote in accordance with any instructions given by the Member by whom the proxy is appointed.

## 38. **APPOINTMENT OF A PROXY**

The instrument appointing a proxy shall be In Writing under the hand of the appointor or his attorney duly authorised In Writing, or if such appointor is a corporation under the hand of some officer duly authorised in that behalf.

## 39. **DEPOSIT OF FORM OF PROXY**

39.1 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power shall be deposited at the Office or any e-mail address falling within the scope of Article 39.2 not less than forty-eight hours before the time appointed for holding the Meeting or adjourned meeting at

which the person named in the instrument proposes to vote, otherwise the person so named shall not be entitled to vote in respect of a resolution.

39.2 If the Society gives an e-mail address in a notice calling a meeting, in an instrument of proxy sent out in relation to the meeting, or in an invitation to appoint a proxy issued by it in relation to the meeting, it will be deemed that any document or information relating to proxies for that meeting may be sent by Electronic Means to that e-mail address.

39.3 A notice revoking a proxy appointment only takes effect if it is delivered to the Office by or on behalf of the Person by whom or on whose behalf the instrument appointing the proxy was given at least 48 hours before the start of the meeting or adjourned meeting to which it relates, or in the case of a poll not taken on the same day as the meeting or adjourned meeting at least 24 hours before the time appointed for taking the poll to which it relates unless the poll has been demanded with less than 48 hours' notice, in which case the notice revoking a proxy appointment can be delivered at any time before the time appointed for taking the poll to which it relates.

39.4 No instrument appointing a proxy shall be valid after the expiration of three months from the date of its execution.

#### 40. PROXY VOTE VALID

A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation In Writing of the death or revocation shall have been received at the Office at least one hour before the time fixed for holding the meeting.

#### 41. FORM OF PROXY

Any instrument appointing a proxy shall be in the following form or as near to it as circumstances will admit: "I \_\_\_\_\_ of \_\_\_\_\_ a Member of Design and Artists Copyright Society hereby appoint [the Chairman of the Meeting] [..... of ..... ], also a Member, to attend, speak and vote for me and on my behalf at the annual/extraordinary general meeting of the Society to be held on the \_\_\_\_\_ day of and at every adjournment of such meeting.

Signature: ..... Date: ....."

#### 42. SUPERVISORY FUNCTION

42.1 The supervisory function required under the Regulations shall be exercised by the Directors of the Society in providing a fair and balanced representation of the different categories of Members of the Society, who shall, acting in compliance with the requirements of the Regulations, continuously monitor the activities and the performance of the duties of the persons that manage the business of the Society, including the implementation of the decisions of the Members.

42.2 The Directors shall ensure that they consider their supervisory duties under the Regulations at each meeting of the Board and in particular in respect of all decisions made in connection with the management of the business of the Society.

42.3 The Directors who exercise the supervisory function shall report to the Members on the exercise of their powers on an annual basis at the annual general meeting.

42.4 The persons exercising the supervisory function shall have responsibility for the matters set out in Article 16.1 for so long as those matters are delegated to the supervisory function by the Members in accordance with Article 16.3 and/or Article 16.4.

#### 43. **BOARD OF DIRECTORS**

The number of Directors shall not be less than 6 nor more than 16 and shall be made up of an equal number of Member Directors appointed in accordance with Article 47 and Non-Member Directors in each case appointed in accordance with Article Error! Reference source not found. save that this provision shall not be breached in the event that there is an unequal number of Member Directors and Non-Member Directors following the resignation or removal of any Director provided that the Board shall use reasonable endeavours to restore the equality as soon as is reasonably practicable following the resignation or removal of the Director.

#### 44. **AGE OF DIRECTORS**

No Director shall vacate or be required to vacate that office on or by reason of his attaining or having attained the age of seventy or any other age, and any Director retiring or liable to retire under the provisions of these Articles and any person proposed to be appointed a Director shall be capable of being appointed or re-appointed as such notwithstanding that he has attained the age of seventy and no special notice need be given of any resolution for the appointment or re-appointment as a Director of a person who shall have attained the age of seventy, and it shall not be necessary to give to the Members notice of the age of any Director or person proposed to be appointed or re-appointed as such.

#### 45. **TERMINATION OF DIRECTOR'S APPOINTMENT**

A Director shall cease to hold such office immediately if:

45.1 he is declared bankrupt, or becomes insolvent or he makes any arrangement or composition with his creditors; or

45.2 by notice In Writing to the Society he resigns his office; or

45.3 he ceases to be a director or is or becomes prohibited from holding office by reason of any order made under the Acts or by virtue of law; or

45.4 he is removed from office by a resolution duly passed pursuant to the Acts and/or in accordance with Article 48; or

45.5 his term of office ends in accordance with Article 49; or

45.6 if he is a Member Director, he ceases to be a Member.

#### 46. **ORIGINAL DIRECTORS**

46.1 On the adoption of these Articles, the Original Directors must comply with the rules about terms of office in Article 49 (and the initial commencement date of an Original Director's service on the Board shall be treated as the commencement of his first term of four years under Article 49).

46.2 Subject to Article 49, for Original Directors that have served for less than four years on the Board, at the end of their first term of four years they shall be eligible to be reappointed

either as a Member Director (if a Member or associate member) or a Non-Member Director (if a Member or not a Member).

**47. APPOINTMENT OF MEMBER AND NON-MEMBER DIRECTORS**

Prior to each annual general meeting, the Board shall put forward to Members a group of (i) up to six Members and/or associate members who are willing to act as Member Directors; and (ii) a group of [up to six] suitable individuals who are willing to act as Non-Member Directors. Such persons may be appointed/re-appointed as Directors by ordinary resolution, which may at the Board's discretion be one or more resolutions to appoint several Directors and/or individual resolutions to appoint each Director.

**48. REMOVAL OF DIRECTORS**

The Society may by ordinary resolution, of which special notice has been given in accordance with the Acts, remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Society and such Director.

**49. TERM OF APPOINTMENT**

Each Director appointed to the Board shall (subject to any right of removal of Directors or termination of appointment of Directors set out in these Articles or under any law or regulation (including the Regulations)) be appointed to serve a term expiring immediately prior to the first annual general meeting that is held on or after the fourth anniversary of the Director's appointment (the "Relevant AGM"). On the date of the Relevant AGM, (and any subsequent term following any re-appointment) the Director shall automatically retire, but a Director shall immediately be eligible for re-appointment to the Board in accordance with Article 47 for a further term expiring at the annual general meeting held on or after the fourth anniversary of the Director's appointment. There shall be no limit on the number of terms that a Director may serve.

**50. BORROWING POWERS**

Unless and until the delegation of such power is revoked pursuant to Article 16.3, the Directors may exercise all the powers of the Society to borrow money and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities whether outright or as security for any debt, liability or obligation of the Society or of any third party.

**51. POWERS AND DUTIES OF THE DIRECTORS**

**51.1** Subject to the provisions of the Acts, the Regulations and these Articles and to any directions given by or pursuant to a special resolution of the Society the business of the Society shall be managed by the Board who may pay all such expenses of, and preliminary and incidental to, the promotion of the Society as they think fit, and may exercise all such powers of the Society and do on behalf of the Society such acts as may be exercised and done by the Society as are not by the Acts, by the Regulations or by these Articles required to be exercised or done by the Society in general meeting.

**51.2** Each Director shall make an annual individual statement In Writing that shall be put before the Members at the annual general meeting and shall contain the following information:

**51.2.1** any interests in the Society;

- 51.2.2 any remuneration received in the preceding financial year from the Society, including without limitation in the form of pension schemes, benefits in kind and other types of benefits;
  - 51.2.3 any amounts received from the Society in the preceding financial year as a Right Holder; and
  - 51.2.4 a declaration concerning any actual or potential conflict between any personal interests and those of the Society or between any obligations owed to the Society and any duty owed to any other Person.
- 51.3 In addition to all the powers expressly conferred on them and without detracting from the generality of their powers under Article 51.1 or any other Article and to the extent permitted by these Articles and any applicable law or regulation (including the Regulations), the Board shall have the following powers namely:
- 51.3.1 generally, to do all things necessary or expedient for the due conduct of the affairs of the Society not herein otherwise provided for PROVIDED THAT the Distribution of all moneys received by the Society in respect of the rights administered by it on behalf of its Members shall be made in accordance with the Rules regulating the basis on which the amounts to be Distributed to each Member are to be calculated and the manner and frequency of each Distribution, such Rules being made by the Directors;
  - 51.3.2 in their capacity as Directors, and to the extent that such power is not reserved for the Members pursuant to Article 16.1 or 16.2, to make and from time to time to repeal or alter the Rules and to make and from time to time repeal rules and regulations as to the management of the Society and the affairs thereof, and as to the duties of any officers or servants of the Society, and as to the conduct of business by the Board or any committee and as to any of the matters or things within the powers or under the control of the Board provided that the same shall not be inconsistent with these Articles; and
  - 51.3.3 to appoint a patron or patrons of the Society for such period and on such terms as the Board may deem appropriate. For the avoidance of doubt such a patron need not be a Member and does not become a Member by virtue of his appointment as a patron.

**52. VALIDITY OF ACTIONS OF THE BOARD**

Article 51 is subject to the provisions of the Acts, the Regulations, these Articles and to such rules and/or regulations, being consistent with such provisions, as may be prescribed by the Society in general meeting; but no rule or regulation made by the Society in general meeting shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

**53. MAINTENANCE OF QUORUM**

The Board for the time being may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to these Articles as the necessary quorum of Directors, the continuing Director or Directors may act for the purposes of summoning a general meeting, or appointing further Directors to the Board, but not for any other purpose.

**54. DIRECTOR'S INTERESTS**

- 54.1 A Director who is in any way directly or indirectly interested in a contract or proposed transaction or arrangement shall declare the nature and extent of his interest in accordance with sections 177 and 182 of the Companies Act 2006.
- 54.2 Subject to this Article 54, if a proposed decision of the Directors is concerned with an actual or proposed transaction or arrangement with the company in which a Director is interested, that Director is not to be counted as participating in the decision-making process for quorum or voting purposes.
- 54.3 But if Article 54.4 applies and the Director has declared his interest in accordance with Article 54.1, a Director who is interested in an actual or proposed transaction or arrangement with the company is to be counted as participating in the decision-making process for quorum and voting purposes.
- 54.4 This Article applies when:
- 54.4.1 the company by ordinary resolution disapplies the provision of the Articles which would otherwise prevent a Director from being counted as participating in the decision-making process;
  - 54.4.2 the Director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest; or
  - 54.4.3 the Director's conflict of interest arises from a permitted cause set out in Article 54.5.
- 54.5 For the purposes of this Article 54, the following are permitted causes:
- 54.5.1 a guarantee given, or to be given, by or to a Director in respect of an obligation incurred by or on behalf of the Society or any of its subsidiaries;
  - 54.5.2 subscription, or an agreement to subscribe, for securities of the Society or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities;
  - 54.5.3 the Director being a Right Holder; and
  - 54.5.4 arrangements pursuant to which benefits are made available to employees and Directors or former employees and Directors of the Society or any of its subsidiaries which do not provide special benefits for Directors or former Directors.
- 54.6 For the purposes of this Article, references to proposed decisions and decision-making processes include any Directors' meeting or part of a Directors' meeting.
- 54.7 Subject to Article 54.8 if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chairman whose ruling in relation to any Director other than the chairman is to be final and conclusive.

54.8 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chairman, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

#### **55. DIRECTOR PARTY TO TRANSACTIONS**

Subject to the provisions of the Acts and provided that he has complied with Article 54 and disclosed to the Directors the nature and extent of any interest of his, a Director notwithstanding his office:

55.1 may be Distributed to in accordance with these Articles if he is a Member or an associate member or otherwise a Rights Holder;

55.2 may be a party to, or otherwise interested in any transaction or arrangement with the Society or in which the Society is otherwise interested;

55.3 may be a Director or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Society or in which the Society is otherwise interested; and

55.4 shall not, by reason of his office, be accountable to the Society for any benefit which he derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.

#### **56. NATURE OF DIRECTOR'S INTERESTS**

For the purposes of Articles 54 and 55:

56.1 a general notice given to the Directors that a Director is to be regarded as having an interest (of the nature or extent specified in the notice) in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent so specified; and

56.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

#### **57. AGENT OF THE SOCIETY**

The Board may, by power of attorney or otherwise, appoint any Person to be the agent of the Society for such purposes and on such conditions as they determine, including authority for the agent to delegate all or any of his powers.

#### **58. DELEGATION OF DIRECTORS' POWERS**

The Board may delegate any of their powers to any of the Directors as it considers desirable to be exercised by him or them. Any such delegation may be made subject to any conditions the Board may impose and either collaterally with or to the exclusion of their own powers and may be revoked or altered.



**59. PROCEEDINGS OF THE DIRECTORS**

59.1 The Directors may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. One third of the total number of Directors provided they are all participating at the same time shall be a quorum.

59.2 A decision taken by a majority of the Directors or any committee of the Directors otherwise than in a meeting shall be as valid and effective as if the decision had been taken at a meeting of the Directors or any committee of the Directors provided that the following circumstances apply:

59.2.1 the proposed resolution is sent In Writing (including without limitation e-mail) to all Directors (or all members of the relevant committee); and

59.2.2 a majority of the Directors (or members of the relevant committee of Directors) who would be entitled to approve a resolution at a meeting of the members confirm their agreement to the resolution In Writing.

59.3 For the purposes of Article 59.2, non-receipt of the communication referred to in Article 59.2 by any Director shall not invalidate any resolution passed in accordance with that Article provided that the majority of the Directors have approved the resolution.

**60. VOTING AT BOARD MEETINGS**

Questions arising at any Board meeting shall be decided by a majority of votes. In case of any equality of votes, the chairman of the meeting shall have a second or casting vote.

**61. PERIOD OF NOTICE FOR BOARD MEETINGS**

Unless all the Directors indicate their willingness to accept shorter notice of a meeting of Directors and save as otherwise provided, no fewer than three (3) days' notice of the time and place of each meeting of the Board shall be given to each Director.

**62. PARTICIPATION IN BOARD MEETINGS**

Any Director may participate in a meeting of the Board by means of a conference telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority, the location of the chairman shall be deemed to be the place of the meeting.

**63. CONVENING BOARD MEETINGS**

A Director may, and at the request of a Director or the Secretary shall, at any time call a meeting of the Board by notice served upon all of them, unless any Director has lodged written notice of his intended absence abroad with the Secretary waiving his right to receive notice of Board meetings during such period of absence.

**64. NOTICE OF BOARD MEETINGS**

Notice In Writing of every meeting of the Board shall be given to every Director but the non-receipt of notice by any Director shall not invalidate the proceedings at any meeting of the Board.

**65. CHAIRMAN OF THE BOARD**

The Board may elect from its number a chairman, treasurer and any other officer and determine the periods for which they are to hold office but if no such chairman has been elected or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the Board shall choose one of its number to be chairman of the meeting.

**66. COMPETENT BOARD**

A meeting of the Board at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under these Articles or other rules or regulations of the Society for the time being vested in the Directors generally.

**67. COMMITTEES**

The Board may delegate any of their powers or functions and/or may delegate the implementation of its decisions to committees, and any committee so formed shall in the execution of the powers so delegated conform to any regulations imposed on it by the Board. The Board may in its absolute discretion appoint any other person (not being a Director), including a Member to serve on any such committee PROVIDED ALWAYS that the persons comprising any committee established pursuant to this Article shall include not fewer than one of the Directors. The Board may revoke any delegation in whole or part, or alter its terms or conditions.

**68. VALIDITY OF ACTS**

All acts done by any meeting of the Board or of any committee of Directors or by any person acting as one of the Directors shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member or person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be one of the Directors.

**69. MINUTES OF MEETINGS**

The Board shall cause proper minutes to be made in books provided for the purpose of all appointments of officers made by the Directors and of the proceedings of all meetings of the Society and of the Board and of committees of Directors, and all business transacted at such meetings and any such minutes of any meeting if purporting to be signed by the chairman of such meeting, or by the chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

**70. RESOLUTIONS OF ALL THE DIRECTORS**

A resolution of all the Directors for the time being or of any committee of Directors who are entitled to receive notice of a meeting of the Directors or of such committee shall be as valid and effective as if it had been passed at a meeting of respectively the Directors or of

such committee duly convened and held and may consist of several documents (including a facsimile or documents circulated by Electronic Means) each accurately stating the terms of the resolution and each signed In Writing by one or more of the Directors.

**71. SECRETARY**

The Secretary shall be appointed by the Directors for such term at such remuneration as they may think fit, and any Secretary so appointed may be removed by the Directors.

**72. ALTERNATE DIRECTORS**

No Director shall be entitled to appoint any person to be his alternate Director.

**73. PRESIDENT**

The Directors may on a majority of a show of hands appoint and remove a President of the Society on such terms as they shall deem appropriate, in particular regarding the term of service, remuneration, termination of appointment and duties during the term of service and thereafter. The Directors shall ensure that the candidates for the role of President are undergoing an appropriate selection process to ensure that the President has the necessary attributes and skills to fulfil the role as a public representative of the Society promoting the Society's vision and mission to the general public and at official events. The President (if not a Member) shall have the right to be given notice of, and attend and speak (but not vote) at any general meeting of the Society and shall also have the right to receive accounts of the Society when available to Members.

**74. DISTRIBUTION OF MONEY**

All monies received by the Society in respect of the exercise of the rights, licence or authority granted by the Members shall, subject to Article 8 and 51, be Distributed or otherwise dealt with by the Board in accordance with the Rules. Annually the Society shall produce a publicly available report of its Distribution procedures and results and the Rules.

**75. ACCOUNTS**

The Board shall cause proper accounting records to be kept. Proper books shall not be deemed to be kept if books of account are not kept as is necessary to give a true and fair view of the state of the affairs of the Society and to explain its transactions.

**76. ACCOUNTING RECORDS**

The accounting records shall be kept at the Office, or, subject to the Acts, at such other place or places as the Board shall think fit, and shall be open to the inspection of the Directors at all reasonable times during business hours.

**77. INSPECTION OF ACCOUNTS AND BOOKS**

The Society in general meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by Members of the accounts and books of the Society or any of them, and subject to such conditions and regulations, the accounts and books of the Society shall be open to the inspection of Members at all reasonable times during business hours.

**78. INCOME AND EXPENDITURE ACCOUNT AND BALANCE SHEET**

78.1 At the annual general meeting in every year the Board shall lay before the Society a proper income and expenditure account for the period since the last preceding account made up to a date not more than six months before such meeting, together with a proper balance sheet made up at the same date.

78.2 Every such balance sheet shall be accompanied by proper reports of the Directors and the Auditors, and copies of such account, balance sheet and reports (all of which shall be framed 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-one clear days before the date of the meeting be sent to all persons entitled to receive notice of general meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be read before the meeting as required by the Acts.

**79. AUDIT**

Once at least in every year the accounts of the Society shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by the Society's duly appointed Auditors.

**80. APPOINTMENT OF AUDITORS**

Auditors shall be appointed and their duties regulated in accordance with the Acts.

**81. MEANS OF COMMUNICATION**

Subject to the Articles, anything sent or supplied by or to the Society under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied to the Society.

**82. NOTICES**

82.1 Subject to Article 82.2 and **Error! Reference source not found.**, a notice may be served by the Society upon any Member by sending or supplying it in any way in which the Acts and/or the Regulations authorise or require the Society to do so including (without limitation) by post (by a registered or recorded postal service) to such Member at his address as appearing in the register of Members of the Society (which shall be the last address notified to the Society by the Member) or, in the case of a registered entity, its registered office address), by e-mail to the last known e-mail address of a Member which has notified to the Society for the purpose of receiving notices from the Society, by making it available on a website (provided that the Member is notified that a notice has been made available on a website by post or e-mail) or by any other means authorised In Writing by the Member.

82.2 Where a notice which is required or authorised to be sent or supplied by the Society under the Acts is sent or supplied to a Member to an e-mail address or is made available on a website, the recipient must have agreed that it may be sent or supplied in that form or manner or be deemed to have so agreed under the Acts (and not revoked that agreement). Where any other notice is sent or supplied to an e-mail address or made available on a website the Directors may decide what agreement (if any) is required from the recipient.

**83. DEEMED SERVICE**

83.1 Subject to Article 82, any notice shall be deemed to have been served as follows, unless the contrary is shown:

83.1.1 if served by post or by e-mail, 48 hours after it is sent;

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

83.2 For the purpose of calculating deemed receipt in accordance with this Article 83, all references to time are to local time and, to the extent that the date of deemed receipt is not a Business Day, the date of deemed receipt shall be the next Business Day after such date.

**84. INDEMNITY**

Every Director or other officer of the Society shall be entitled to be indemnified out of the assets of the Society against all losses or liabilities which he may sustain or incur in or about the execution 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 he is acquitted or in connection with any application under of the Acts in which relief is granted to him by the court and no Director or other officer shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Society in the execution of the duties of his office or in relation thereto. This Article shall only have effect insofar as its provisions comply with the Acts.

**85. DISTRIBUTION OF ASSETS UPON WINDING UP**

If upon the winding up or dissolution of the Society 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, but shall be given or transferred to some other institution or institutions, having objects similar to the objects of the Society and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Article 8 of these Articles, such institution or institutions to be determined by the Members at or before the time of the dissolution, and if and so far as effect cannot be given to such provision then to some charitable object.