

Company number:

10585213

The Companies Acts 2006
Company Limited by Guarantee and not
having a Share Capital

Articles of Association
of
Association of UK Course Measurers

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NE1 4BF

Company number:

The Companies Act 2006
Company Limited by Guarantee
and not having a Share Capital
Articles of Association
of
Association of UK Course Measurers
(Company)

1. Definitions and Interpretation

1.1 In these Articles:

Annual General Meeting	has the meaning given in article 17.2;
Articles	means these articles of association of the Company;
CA 2006	means the Companies Act 2006 including any statutory re-enactment or modification for the time being in force;
Chair	means the chair of the board of Directors appointed under article 19.5;
Circulation Date	in relation to a written resolution has the meaning given in Section 290 of the CA 2006;
Clear Days	in relation to the period of a notice means the period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
Companies Acts	has the meaning given to it in Section 2 of the CA 2006 insofar as the Companies Acts apply to the Company;
Company	means the company intended to be regulated by these Articles;
Directors	means the directors of the Company (for historical reasons, also referred to as the Course Measurement Working Party) including any person occupying the position of director by whatever name called (and Director has a corresponding

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| | meaning); |
| Document | includes a summons, notice, order or other legal process and includes, unless otherwise specified, any document sent or supplied in Electronic Form; |
| Electronic Form and Electronic Means Executed | have the meanings respectively given to them in Section 1168 of the CA 2006; |
| Hard Copy and Hard Copy Form | includes any mode of execution; have the meanings respectively given to them in Section 1168 of the CA 2006; |
| Memorandum | means the memorandum of association of the Company; |
| Office | means the registered office of the Company; |
| Officers | includes the Directors, the Secretary (if any) and any managers of the Company; |
| Public Holiday | means Christmas Day, Good Friday and any day that is a bank holiday under the Banking and Financial Dealings Act 1971 in England; |
| Registrar of Companies | means the registrar of companies for the purposes of Part 35 of the CA 2006; |
| United Kingdom | means Great Britain and Northern Ireland; |
| Vice-Chair | means the vice-chair of the board of Directors appointed under article 19.5; and |
| Writing | includes the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise. |
- 1.2 Words importing the masculine gender only shall include the feminine and neuter gender. Use of the singular includes the plural and vice versa.
- 1.3 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.4 Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Acts as in force on the day on which the Articles become binding on the Company.

- 1.5 Subject to article 1.4 any reference in the Articles to an enactment includes a reference to that enactment as re-enacted or modified from time to time by statute and to subordinate legislation made under it.

2. **Objects**

The Company's objects (**Objects**) are:

- 2.1 to establish and maintain a system for the accurate measurement and certification of road race courses in the UK;
- 2.2 to arrange and manage the recruitment, training, registration, grading and accreditation of road race course measurers in the UK;
- 2.3 to regulate the delivery of an effective system of course measurement by accredited course measurers for the benefit of road race organisers and competitors in the UK;
- 2.4 to foster and promote road race course measurement in the UK; and
- 2.5 to liaise with and advise the appropriate governing bodies, road race organisers and competitors on matters relating to road race course measurement.

3. **Powers**

In furtherance of the Objects but not otherwise the Company shall the following powers:

- 3.1 to promote and carry out research provided that such research shall be made available to the public;
- 3.2 to provide advice and guidance;
- 3.3 to publish or distribute information including by means of reports, books, leaflets, films, videos and other media;
- 3.4 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;
- 3.5 to accept (or disclaim) gifts of money or any other property;
- 3.6 to raise funds and to invite and receive contributions;
- 3.7 to support or establish or aid in the establishment of any charitable trusts, associations or institutions formed for all or any of the Objects;
- 3.8 to acquire, merge, collaborate, amalgamate or co-operate with charities or voluntary bodies operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;

- 3.9 alone or with other organisations to seek to influence public opinion and to make representations to and to seek to influence governmental and other bodies and institutions regarding the reform, development and implementation of appropriate policies, legislation and regulations;
- 3.10 to insure the property of the Company against any foreseeable risk and to take out other insurance policies to protect the Company;
- 3.11 subject to the Companies Acts, provide indemnity insurance for the Directors or any other Officer of the Company;
- 3.12 to establish or acquire subsidiary companies to assist or act as agents for the Company or to carry on trading activity;
- 3.13 to borrow money and give security for loans;
- 3.14 to deposit documents or other physical assets with any company or other body registered or having a place of business in England and Wales as custodian and to pay any reasonable fee required;
- 3.15 to pay out of the funds of the Company the costs, charges and expenses of and incidental to the formation and registration of the Company and the maintenance of a policy of directors' indemnity insurance (as the Directors may require from time to time in accordance with article 3.11 above);
- 3.16 to set aside income for special purposes or as a reserve against future expenditure but only in accordance with a policy in Writing on reserves determined by the Directors; and
- 3.17 to do all such other lawful things as are necessary, conducive or incidental to the furtherance the Objects.

4. Income and Expenditure

The income and property of the Company shall be applied solely towards the promotion of its Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to members of the Company provided that nothing in these Articles shall prevent any payment in good faith by the Company of:

- 4.1 a benefit to any member of the Company in his or her capacity as a beneficiary of the Company;

4.2 reasonable and proper remuneration to any member of the Company for any goods or services (including a contract for services or a contract of employment) supplied to the Company; or

4.3 interest on money lent by any member of the Company at a reasonable and proper rate.

5. Liability of Members

The liability of the members is limited.

6. Members' Undertaking

Every member of the Company undertakes to contribute such amount as may be required (not exceeding £1) to the Company's assets if it should be wound up while he or she is a member or within 1 (one) year after he or she ceases to be a member for payment of the Company's debts and liabilities contracted before he or she ceases to be a member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves.

7. Residual Assets

The Company may at any time be dissolved by a resolution passed by a three quarters majority of those present and voting at any meeting of the Company of which at least twenty one clear day's notice stating the intention to put forward such a resolution shall have been sent to all members of the Company. Any surplus assets of the Company after payment of all costs, debts and liabilities lawfully payable by the Company shall be used for the good of course measurement and distance running in the UK as decided by the Directors before dissolution.

8. Members

8.1 The members of the Company shall be the subscribers to the Memorandum and such other persons or organisations as are admitted to membership in accordance with these Articles and rules made under article 30.

8.2 Any members admitted to membership who are not subscribers to the Memorandum, shall be authorised to sign any Document (including any subscription letter or application to become a member) electronically.

8.3 The Directors may make rules under article 30 establishing such classes of associate membership (if any) with such description and with such rights and obligations (including the obligation to pay a subscription) as they think fit and may admit and remove such associate members in accordance with such rules as the Directors shall make provided that no such

associate members shall be members of the Company for the purposes of these Articles or the Companies Acts.

8.4 No person shall be admitted as a member of the Company unless his or her application for membership is approved by the Directors. The Directors may refuse to admit any person as a member of the Company if they reasonably believe such refusal to be in the best interests of the Company.

8.5 Membership of the Company is not transferable to anyone else.

8.6 Membership shall terminate if:

8.6.1 the member dies or, if it is an organisation, ceases to exist;

8.6.2 the member resigns by notice in Writing to the Company;

8.6.3 the member, being an individual, is convicted of a criminal offence which involves dishonesty;

8.6.4 the member is removed by a decision of the Directors in accordance with any rule or byelaw (as created in accordance with article 30).

8.6.5 the member is removed from membership by a decision of the Directors on the grounds that it is in the best interests of the Company that his or her membership is terminated. A decision to remove a member from membership may be passed if:

8.6.5.1 the member has been given at least 21 (twenty one) days' notice in Writing of the meeting of the Directors at which the proposal to remove him or her is to be decided and the reasons why it is to be proposed; and

8.6.5.2 the member or, at the option of the member, the member's representative (who need not be a member of the Company) has been allowed to make representations to the meeting.

8.7 The Directors must keep a register of names and addresses of the members.

9. General Meetings

9.1 The Directors may call general meetings at any time and must call a general meeting if required to do so under the Companies Acts.

9.2 If there are not within the United Kingdom sufficient Directors to call a general meeting any Director of the Company may call a general meeting.

10. Notice of General Meetings

- 10.1 A general meeting must be called by at least 21 (twenty one) Clear Days' notice or by shorter notice if it is agreed by a majority in number of members having a right to attend and vote being a majority together holding not less than 90 (ninety) per cent of the total voting rights at the meeting of all the members.
- 10.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted. If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution. The notice must also contain a statement setting out the right of members to appoint a proxy under Section 324 of the CA 2006.
- 10.3 Notice of any general meeting shall be given to every member, to the Directors and to the accountant of the Company (if any).
- 10.4 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 meeting.

11. Proceedings at General Meetings

- 11.1 No business shall be transacted at any general meeting unless a quorum is present. Unless otherwise determined by ordinary resolution, 4 (four) persons entitled to vote upon the business to be transacted (being a member, or a duly appointed proxy).
- 11.2 If a quorum is not present within half an hour from the time appointed for the meeting or if during a meeting a quorum ceases to be present the meeting shall be rearranged to another suitable date at a time and place as the Directors may determine.
- 11.3 The Chair of the board of Directors or in his or her absence the Vice-Chair shall preside as chair of the meeting but if neither the Chair nor the Vice-Chair is present within 15 (fifteen) minutes after the time appointed for holding the meeting and willing to act the Directors members present shall elect 1 (one) of their number to be chair of the meeting and if there is only 1 (one) Director present and willing to act he or she shall be chair of the meeting. If no Director is present and willing to act as chair of the meeting or if not Director is present within 15 (fifteen) minutes after the time appointed for holding the meeting the members present and entitled to vote shall choose 1 (one) of their number to be chair of the meeting.

11.4 The chair of the meeting may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for 14 (fourteen) days or more at least 7 (seven) Clear Days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

12. Voting Procedure at General Meetings

12.1 A resolution put to the vote of a meeting shall be decided on a show of hands unless before or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Companies Acts, a poll may be demanded:

12.1.1 by the chair of the meeting; or

12.1.2 by at least 2 (two) members having the right to vote at the meeting; or

12.1.3 by a member or members representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.

12.2 Unless a poll is duly demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

12.3 The demand for a poll may be withdrawn before the poll is taken but only with the consent of the chair of the meeting. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

12.4 Subject to these Articles, a poll shall be taken as the chair of the meeting directs and he or she may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

- 12.5 An ordinary resolution may only be passed by a simple majority in accordance with Section 282 of the CA 2006. A special resolution may only be passed by a majority of not less than 75 (seventy five) per cent in accordance with Section 283 of the CA 2006.
- 12.6 In the case of an equality of votes whether on show of hands or on a poll the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
- 12.7 A poll demanded on the election of a chair of the meeting or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the chair of the meeting directs. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business or other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn the meeting shall continue as if the demand had not been made.
- 12.8 No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least 7 (seven) Clear Days' notice shall be given specifying the time and place at which the poll is to be taken.
13. **Votes of Members**
- 13.1 Subject to article 12.6, every member shall have 1 (one) vote at a general meeting and shall be entitled to appoint another person as his or her proxy to exercise any of his or her 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.
- 13.2 Proxies may only validly be appointed by a notice in writing (**Proxy Notice**) which:
- 13.2.1 states the name and address of the member appointing the proxy;
 - 13.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 13.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine;
 - 13.2.4 is delivered to the Company in accordance with the Articles not less than 72 hours before the time appointed for holding the meeting at which the right to vote is to be

exercised and in accordance with any instructions contained in the notice of the general meeting to which they relate.

13.3 A Proxy Notice which is not delivered in such manner shall be invalid unless the directors in their discretion accept the notice at any time before the meeting.

13.4 No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chair of the meeting whose decision shall be final and conclusive.

14. **Written resolutions**

14.1 Subject to this article 14 and the Companies Acts, a written resolution agreed by:

14.1.1 in the case of an ordinary resolution members representing more than 50 (fifty) per cent; or

14.1.2 in the case of a special resolution members representing not less than 75 (seventy five) per cent;

of the total voting rights of eligible members shall be as effective as if passed at a duly convened general meeting. For the purposes of this article 14 the "**eligible members**" are the member who would have been entitled to vote on the written resolution on the Circulation Date of the resolution.

14.2 On a written resolution each member shall have one vote.

14.3 A written resolution is not a special resolution unless it stated that it was proposed as a special resolution.

14.4 A members' resolution under the Companies Acts removing a Director or auditor before the expiry of his or her term of office may not be passed as a written resolution.

14.5 A copy of the proposed written resolution must be sent to every eligible member together with a statement informing the member how to signify his or her agreement and the date by which the resolution must be passed if it is not to lapse.

14.6 The required majority of eligible members must signify their agreement to the written resolution within the period of 28 days beginning with the Circulation Date.

15. Directors

- 15.1 The number of Directors shall be not less than 2 (two) and, unless otherwise determined by ordinary resolution, shall not be more than 12 (twelve).
- 15.2 The first Directors shall be those persons named in the statement delivered pursuant to Section 12(1) of CA 2006 who shall be deemed to have been appointed under the Articles. Future Directors shall be appointed as provided subsequently in the Articles.
- 15.3 A Director shall not be entitled to appoint an alternate director in his or her place.

16. Power of Directors

- 16.1 Subject to the provisions of the Companies Acts, the Articles and to any directions given by special resolution, the business of the Company shall be managed by the Directors who may exercise all the powers of the Company. No alteration of the Articles and no such direction shall invalidate any prior act of the Directors which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this article 16.1 shall not be limited by any special power given to the Directors by the Articles and a meeting of the Directors at which a quorum is present may exercise all the powers exercisable by the Directors.
- 16.2 In addition to all powers hereby expressly conferred upon them and without detracting from the generality of their powers under the Articles the Directors shall have the following powers namely:
- 16.2.1 to expend the funds of the Company in such manner as they shall consider most beneficial for the achievement of the Objects and to invest in the name of the Company such part of the funds as they may see fit and to direct the sale or transposition of any such investments and to expend the proceeds of any such sale in furtherance of the Objects of the Company; and
- 16.2.2 to enter into contracts on behalf of the Company.

17. Appointment and Retirement of Directors

- 17.1 Any person who is willing to act as a Director, and who would not be disqualified from acting under the provisions of article 18, may be appointed to be a Director by a decision of the membership.

17.2 Each Director shall retire from office at the conclusion of the third Annual General Meeting following the commencement of his or her term of office but shall then be eligible for reappointment under article 17.3. For the purposes of this article 17 the **"Annual General Meeting"** shall be the meeting of the Directors at which the annual accounts of the Company are adopted.

17.3 Retiring Directors may be reappointed for a consecutive period ending at the conclusion of the third Annual General Meeting following his or her previous retirement.

17.4 Any director appointment as a replacement will then (unless otherwise retired) serve for the remainder of the original director's term.

18. **Disqualification and Removal of Directors**

A Director shall cease to hold office if he or she:

18.1 ceases to be a director by virtue of any provision in the Companies Acts;

18.2 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;

18.3 resigns from his or her office by notice to the Company (but only if at least 2 (two) Directors will remain in office when the notice of resignation is to take effect);

18.4 is the subject of a bankruptcy order or an order is made against him or her in individual insolvency proceedings in a jurisdiction other than England and Wales which has an effect similar to that of bankruptcy;

18.5 makes a composition with his or her creditors generally in satisfaction of his or her debts; and

18.6 is removed from office in accordance with Section 168 of the CA 2006;

19. **Proceedings of Directors**

19.1 Subject to the provisions of the Articles, the Directors may regulate their proceedings as they think fit. A Director may call a meeting of the Directors but a notice calling a meeting of the Directors need not be in Writing. It shall not be necessary to give notice of a meeting to a Director who is absent from the United Kingdom.

19.2 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chair of the meeting shall (subject to article 20) have a second or casting vote.

- 19.3 The quorum for the transaction of the business of the Directors may be fixed by the Directors but shall not be less than one third of their number or 4 (four) Directors, whichever is the greater.
- 19.4 The Directors may act notwithstanding any vacancies in their number but if the number of Directors is less than the number fixed as the quorum the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting.
- 19.5 The membership may appoint 1 (one) of their number to be chair of their meetings (**Chair**) and another of their number to be the vice-chair (**Vice-Chair**) and may at any time remove the Chair or Vice-Chair from office. For the avoidance of doubt a person shall cease to hold office as Chair or Vice-Chair if he or she ceases to be a Director. Unless he or she is unwilling to do so, the Chair (or in his or her absence the Vice-Chair) shall preside at every meeting of Directors at which he or she is present but, if there is no Director holding that office or if the Chair and the Vice-Chair are unwilling to preside or is not present within 5 (five) minutes after the time appointed for the meeting, the Directors present may appoint 1 (one) of the number to be chair of the meeting.

20. **Conflicts of Interest**

- 20.1 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors, and whenever a Director has an interest in another organisation whose interests are reasonably likely to conflict with the Director's duty to act solely in the interests of the Company in relation to a matter to be discussed at a meeting of the Directors, (including but not limited to any personal financial interest whether arising under article 4 or otherwise) he must:

20.1.1 declare an interest before discussion begins on the matter;

20.1.2 withdraw from that part of the meeting unless expressly invited to remain;

20.1.3 in the case of personal interests not be counted in the quorum for that part of the meeting; and

20.1.4 in the case of personal interests withdraw during the vote and have no vote on the matter.

- 20.2 Subject to article 20.1 above, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

20.2.1 who was disqualified from holding office;

20.2.2 who had previously retired or who had been obliged by the constitution to vacate office;

20.2.3 who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

provided that:

20.2.4 without the vote of that Director; and

20.2.5 not counting that Director in the quorum;

the decision has been made by a majority of the Directors at a quorate meeting of the Directors.

20.3 Article 20.2 does not permit a Director to keep any benefit that may be conferred upon him by a decision of the Directors or of a committee of Directors if, but for article 20.2 the resolution would have been void or if the Director has not complied with article 20.1.

21. Committees of Directors

21.1 Subject to the Articles the Directors may delegate to any person or sub-committee any of their powers or functions, the implementation of any of their decisions and the day to day management of the affairs of the Company by such means, to such an extent, in relation to such matters or territories, and on such terms as they think fit. The Directors may alter or revoke any such delegation in whole or in part.

21.2 The Directors may appoint 1 (one) or more sub-committees consisting of 1 (one) or more Directors and any other person(s) employed or engaged by the Company from time to time for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Directors would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Directors.

22. Written Resolutions of Directors

A resolution in Writing signed by all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors shall be as valid and effective as if it had been passed at a meeting of Directors or (as the case may be) a committee of Directors duly convened and held. Such a

resolution may consist of several documents in the same form each signed by 1 (one) or more of the Directors.

23. Bank Account

Any bank account in which any part of the assets of the Company is deposited shall be operated by the Directors and shall indicate the name of the Company. All cheques and orders for the payment of money from such account shall be signed by at least 1 (one) Director and countersigned by another Director or any other duly authorised signatory appointed by the Directors from time to time for the purposes of this article 23.

24. Secretary

A secretary may be appointed by the Directors for such term, at such remuneration (if any) and upon such conditions as they may think fit (**Secretary**); and the Secretary may be removed by them. If there is no Secretary:

24.1 anything authorised or required to be given or sent to, or served on, the Company by being sent to its Secretary may be given or sent to, or served on, the Company itself, and if addressed to the Secretary shall be treated as addressed to the Company; and

24.2 anything else required or authorised to be done by or to the Secretary of the Company may be done by or to a Director, or a person authorised generally or specifically in that behalf by the Directors.

25. Irregularities

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

26. Minutes

The Directors must cause minutes to be recorded and kept for the purpose:

26.1 of all appointments of officers made by the Directors;

26.2 of all resolutions of the Company and of the Directors (including decisions of the Directors made without a meeting); and

26.3 of all proceedings at meetings of the Company and of the Directors, and of committees of Directors, including the names of the Directors present at each such meeting;

27. Records and accounts

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

27.1.1 annual returns; and

27.1.2 annual statements of account.

28. Communications

28.1 Subject to the Articles and the Companies Acts, any Document or information (including any notice, report or accounts) sent or supplied by the Company under the Articles or the Companies Acts may be sent or supplied in any way in which the CA 2006 provides for Documents or information which are authorised or required by any provision of that Act to be sent or supplied by the Company, including without limitation:

28.1.1 in Hard Copy Form;

28.1.2 in Electronic Form; or

28.1.3 by making it available on a website.

28.2 A Document or information may only be sent or supplied in Electronic Form or by making it available on a website if the recipient has agreed that it may be sent or supplied in that form or manner or is deemed to have so agreed under the Companies Acts (and has not revoked that agreement).

28.3 Subject to the Articles, any notice or Document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means which that Director has asked to be sent or supplied with such notices or Documents for the time being.

28.4 A member present in person or by proxy at a meeting of the Company shall be deemed to have received notice of the meeting and the purposes for which it was called. Where any Document or information is sent or supplied by the Company to the members:

28.4.1 where it is sent by post it is deemed to have been received 48 (forty eight) hours (excluding Saturdays, Sundays and Public Holidays) after it was posted;

- 28.4.2 where it is sent or supplied by Electronic Means, it is deemed to have been received on the same day that it was sent;
- 28.4.3 where it is sent or supplied by means of a website, it is deemed to have been received when the recipient received (or is deemed to have received) notice of the fact that the material was available on the website.
- 28.5 Subject to the Companies Acts, a Director or any other person (other than in their capacity as a member) may agree with the Company that notices or Documents sent to that person in a particular way are deemed to have been received within a specified time, and for the specified time to be less than 48 (forty eight) hours.

29. Indemnity

Subject to the provisions of the Companies Acts, every Director or other Officer of the Company shall be indemnified out of the assets of the Company against any liability incurred by him or her in that capacity in defending any proceedings (whether civil or criminal) in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in which relief is granted to him or her by the court from liability for negligence, default or breach of duty in relation to the affairs of the Company.

30. Rules

- 30.1 The Directors may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership and in particular they may by such rules or bye laws regulate:
- 30.1.1 the admission and classification of members of the Company and the rights and privileges of such members and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members;
- 30.1.2 the conduct of members of the Company in relation to one another and to the Company's Officers or servants;
- 30.1.3 the procedure at general meetings and meetings of the Directors and committees of the Directors insofar as such procedure is not regulated by the Articles;
- 30.1.4 generally all such matters as are commonly the subject matter of company rules.

30.2 The Company in general meeting shall have power to alter, add to or repeal the rules or bye laws and the Directors shall adopt such means as they think sufficient to bring to the notice of the members of the Company all such rules or bye laws, which shall be binding on all members of the Company, provided that no rule or bye law shall be inconsistent with or shall affect or repeal anything contained in the Articles.

31. **Exclusion of Model Articles**

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

32. **Winding Up**

32.1 The Company may be wound up voluntarily at a general meeting called on not less than 21 (twenty one) days' notice subject to the passing of a special resolution requiring the approval of not less than 75 (seventy five) per cent of the members present and entitled to vote.

32.2 In the event of the winding up of the Company in accordance with article 32.1 above the Directors after settlement of all financial obligations shall distribute the proceeds of the Company's residual assets in accordance with articles 6 and 7 above.

Company number:

The Companies Act 2006

Private Company Limited by Guarantee and not having a Share Capital

Memorandum of Association

of

Association of UK Course Measurers

We, the subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum,

Names of Subscribers

Hugh Jones

Phil Holland

Ken Kaiser

Philip Cook

Dated this day of 2017