

The Companies Act 2006

COMPANY NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION OF

INTERNATIONAL NETWORK ON OFFSHORE RENEWABLE ENERGY

Each subscriber to this memorandum of association wishes to form a company under the Companies Act 2006 and agrees to become a member of the company.

Name of each Subscriber

Mr Adrian de-Andres-Gutierrez

Ms Samantha Quinn

Mr Carlos Perez-Collazo

Mr Christopher Sharp

Ms Marinella Passarella

Ms Haley Viehman

Mr Michele Martini

Mr James Cameron McNatt

Mr Fernando del-Jesus-Peñil

Mr Morten Thøtt Andersen

Mr Adam Brown

Ms Elizabeth Brasseale

Mr Francesc Fàbregas Flavià

Dated: 10 February 2015



International Network on Offshore Renewable Energy

"Realising the potential of young researchers and offshore energy"

ARTICLES OF ASSOCIATION

First edition, based on the 3rd edition of the constitution by
mandate of the Annual General Meeting of the members,
La Vega de Liebana (Spain), 15 May 2014
and approved by the Board of Directors,
Plymouth (United Kingdom), 10 February 2015.

COMPANY NOT HAVING A SHARE CAPITAL

Articles of Association of

INTERNATIONAL NETWORK ON OFFSHORE RENEWABLE ENERGY

- 1 The company's name is International Network on Offshore Renewable Energy (and in this document it is called 'INORE').

Interpretation

- 2 In the articles:

'address' means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with INORE;

'the articles' means INORE's articles of association;

'INORE' means the company intended to be regulated by the articles;

'clear days' in relation to the period of a notice means a 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;

'the Charity Commission' means the Charity Commission for England and Wales;

'Companies Acts' means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to INORE;

'the directors' means the directors of INORE;

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

'electronic form' has the meaning given in section 1168 of the Companies Act 2006;

'the memorandum' means INORE's memorandum of association;

'officers' includes the directors and the secretary (if any);

'Offshore Renewable Energy' means all types of renewable energy that take place in, or take advantage of, the sea including, but not limited to, wave energy, tidal current energy, tidal barrage energy, offshore wind energy, ocean thermal energy conversion energy and salinity gradient energy.

'secretary' means any person appointed to perform the duties of the secretary of INORE;

'the United Kingdom' means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on INORE.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of members

- 3 The liability of the members is limited to a sum not exceeding £1, being the amount that each member undertakes to contribute to the assets of INORE in the event of its being wound up while he, she or it is a member or within one year after he, she or it ceases to be a member, for:
- (1) payment of INORE's debts and liabilities incurred before he, she or it ceases to be a member;
 - (2) payment of the costs, charges and expenses of winding up; and
 - (3) adjustment of the rights of the contributories among themselves;

Objects

- 4 INORE's objects ('Objects') are specifically restricted to the following:

The advancement of education and the proliferation of public knowledge in relation to Offshore Renewable Energy, in particular by:

- (1) promoting the study of Offshore Renewable Energy and related technologies;
- (2) promoting knowledge-sharing, discussion and communication amongst those undertaking work or otherwise interested in Offshore Renewable Energy;
- (3) promoting research, particularly international collaborative research, and publicising the results thereof; and
- (4) supporting those engaged in or intending to engage in the study of Offshore Renewable Energy.

Powers

- 5 INORE has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, INORE has power:

- (1) to raise funds;
- (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (3) to sell, lease or otherwise dispose of all or any part of the property belonging to INORE;
- (4) to borrow money and to charge the whole or any part of the property belonging to INORE as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- (5) to co-operate with other organisations, charities, voluntary bodies and statutory authorities and to exchange information and advice with them;

- (6) to establish or support any trusts, associations or institutions formed for any of the purposes included in the Objects;
- (7) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other organisation;
- (8) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (9) to employ and remunerate such staff as are necessary for carrying out the work of INORE. INORE may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;
- (10) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of INORE to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;
- (11) to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;
- (12) to pay out of the funds of INORE the costs of forming and registering INORE both as a company and as a charity.

Application of income and property

- 6 (1) The income and property of INORE shall be applied solely towards the promotion of the Objects.
- (2) (a) A director is entitled to be reimbursed from the property of INORE or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of INORE.
 - (b) A director may benefit from indemnity insurance cover purchased at INORE's expense in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011.
 - (c) A director may receive an indemnity from INORE in the circumstances specified in article **Error! Reference source not found..**
 - (d) A director may not receive any other benefit or payment unless it is authorised by article 7.
- (3) Subject to article 7, none of the income or property of INORE may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of INORE. This does not prevent a member who is not also a director receiving:
 - (a) a benefit from INORE in the capacity of a beneficiary of INORE;

- (b) reasonable and proper remuneration for any goods or services supplied to INORE.

Benefits and payments to charity directors and connected persons

7 (1) General provisions

No director or connected person may:

- (a) buy any goods or services from INORE on terms preferential to those applicable to members of the public;
- (b) sell goods, services, or any interest in land to INORE;
- (c) be employed by, or receive any remuneration from, INORE;
- (a) receive any other financial benefit from INORE;

unless the payment is permitted by sub-clause (2) of this article.

In this article a 'financial benefit' means a benefit, direct or indirect, which is either money or has a monetary value.

Scope and powers permitting directors' or connected persons' benefits

- (2) (a) A director or connected person may receive a benefit from INORE in the capacity of a beneficiary of INORE provided that a majority of the directors do not benefit in this way.
- (b) A director or connected person may enter into a contract for the supply of services, or of goods that are supplied in connection with the provision of services, to INORE where that is permitted in accordance with, and subject to the conditions in, sections 185 and 186 of the Charities Act 2011.
- (c) Subject to sub-clause (3) of this article a director or connected person may provide INORE with goods that are not supplied in connection with services provided to INORE by the director or connected person.
- (d) A director or connected person may receive interest on money lent to INORE at a reasonable and proper rate which must be not more than the Bank of England bank rate (also known as the base rate).
- (e) A director or connected person may receive rent for premises let by the director or connected person to INORE. The amount of the rent and the other terms of the lease must be reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal or the rent or other terms of the lease are under discussion.
- (f) A director or connected person may take part in the normal trading and fundraising activities of INORE on the same terms as members of the public.

Payment for supply of goods only – controls

- (3) INORE and its directors may only rely upon the authority provided by sub-clause (2)(c) of this article if each of the following conditions is satisfied:
 - (a) The amount or maximum amount of the payment for the goods is set out in an agreement in writing between INORE or its directors (as the case

may be) and the director or connected person supplying the goods ('the supplier') under which the supplier is to supply the goods in question to or on behalf of INORE.

- (b) The amount or maximum amount of the payment for the goods does not exceed what is reasonable in the circumstances for the supply of the goods in question.
 - (c) The other directors are satisfied that it is in the best interests of INORE to contract with the supplier rather than with someone who is not a director or connected person. In reaching that decision the directors must balance the advantage of contracting with a director or connected person against the disadvantages of doing so.
 - (d) The supplier is absent from the part of any meeting at which there is discussion of the proposal to enter into a contract or arrangement with him or her or it with regard to the supply of goods to INORE.
 - (e) The supplier does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting.
 - (f) The reason for their decision is recorded by the directors in the minute book.
 - (g) A majority of the directors then in office are not in receipt of remuneration or payments authorised by article 7.
- (4) In sub-clauses (2) and (3) of this article:
- (a) 'INORE' includes any company in which INORE:
 - (i) holds more than 50% of the shares; or
 - (ii) controls more than 50% of the voting rights attached to the shares; or
 - (iii) has the right to appoint one or more directors to the board of the company.
 - (b) 'connected person' includes any person within the definition in article 64 'Interpretation'.

Declaration of directors' interests

8 A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with INORE or in any transaction or arrangement entered into by INORE which has not previously been declared. A director must absent himself or herself from any discussions of INORE directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of INORE and any personal interest (including but not limited to any personal financial interest).

Conflicts of interests and conflicts of loyalties

9 (1) If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted director does not vote on any such matter and is not to be counted when considering whether a quorum of directors is present at the meeting; and
 - (c) the unconflicted directors consider it is in the interests of INORE to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

Members

- 10
- (1) The subscribers to the memorandum are the first members of INORE.
 - (2) Membership is open to other individuals or organisations or institutions or corporate bodies representing an organisation who:
 - (a) are interested in furthering its corporate bodies' purposes;
 - (b) apply to INORE in the form required by the directors; and
 - (c) are approved by the directors.
 - (3)
 - (a) The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of INORE to refuse the application.
 - (b) The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision and give the applicant the opportunity to appeal against the refusal.
 - (c) The directors must give fair consideration to any such appeal, and shall inform the applicant of their decision. The directors' decision following any appeal must be notified to the applicant in writing but shall be final.
 - (4) Membership of INORE cannot be transferred to anyone else except in the case of an individual or corporate body representing an organisation which is not incorporated, whose membership may be transferred by the unincorporated organisation to a new representative. Such transfer of membership does not take effect until INORE has received written notification of the transfer.
 - (5) The directors must keep a register of names and addresses of the members.
 - (6) The directors may require members to pay reasonable membership fees to INORE.

Classes of membership

- 11
- (1) The directors may establish classes of voting membership with different rights and obligations and shall record the rights and obligations in the register of members.
 - (2) The directors may not directly or indirectly alter the rights or obligations attached to a class of voting membership.
 - (3) The rights attached to a class of voting membership may only be varied if:

- (a) three-quarters of the members of that class consent in writing to the variation; or
 - (b) a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- (4) The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the voting rights of any class of members.
- (5) The directors may create associate or other classes of non-voting membership (such persons shall be referred to as “associates”) and may admit and remove persons as associates, and may determine the rights and obligations of any such persons (including payment of associate fees), and the conditions for admission to, and termination of associate status.
- (6) For the avoidance of doubt, associates are not members of INORE, references in the articles to “members” and “membership” do not apply to associates and associates do not qualify as members for any purpose under these articles or the Companies Acts.

Termination of membership

12 Membership is terminated if:

- (1) the member dies or, if it is an organisation (or the representative of an organisation), ceases to exist;
- (2) the member resigns by written notice to INORE unless, after the resignation, there would be less than two members;
- (3) any sum due from the member to INORE is not paid in full within six months of it falling due;
- (4) the member is removed from membership by a resolution of the directors that it is in the best interests of INORE that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
 - (a) the member has been given at least twenty-one days’ notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
 - (b) the member or, at the option of the member, the member’s representative (who need not be a member of INORE) has been allowed to make representations to the meeting.

General meetings

13 (1) INORE must hold its first annual general meeting within eighteen months after the date of its incorporation.

- (2) An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings. The annual general meeting must receive the annual statement of accounts (duly audited or examined where appropriate) and the directors' annual report, and must elect directors in accordance with articles 33 and 34.

14 The directors may call a general meeting at any time.

Notice of general meetings

- 15 (1) The minimum periods of notice required to hold a general meeting of INORE are:
- (a) twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
 - (b) fourteen clear days for all other general meetings.
- (2) A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- (3) The notice must specify the date time and place of the meeting, give particulars of any resolution which is to be moved at the meeting, and the general nature of any other business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 22. Notice of an annual general meeting must include the annual statement of accounts and directors' annual report, details of persons standing for election or re-election as a director or where permitted under these Articles, details of where the information may be found on INORE's website.
- (4) The notice must be given to all the members and to the directors and auditors.
- 16 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by INORE.

Proceedings at general meetings

- 17 (1) No business shall be transacted at any general meeting unless a quorum is present.
- (2) A quorum is:
- (a) 30 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting; or
 - (b) one per cent of the total membership at the time, whichever is the greater.
- (3) The authorised representative of a member organisation shall be counted in the quorum.
- 18 (1) If:
- (a) a quorum is not present within 15 minutes from the time appointed for the meeting; or
 - (b) during a meeting a quorum ceases to be present;
- the meeting shall be adjourned to such time and place as the directors shall determine.
- (2) The directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

- (3) If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- (4) If at any time during the meeting a quorum ceases to be present, the meeting may discuss issues and make recommendations to the directors but may not make any decisions. If decisions are required which must be made by a meeting of the members, the meeting must be adjourned.
- 19 (1) General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- (2) If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- (3) If there is only one director present and willing to act, he or she shall chair the meeting.
- (4) If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 20 (1) The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- (2) The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- (3) No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.
- (4) If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 21 (1) Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:
- (a) by the person chairing the meeting; or
- (b) by at least two members present in person or by proxy and having the right to vote at the meeting; or
- (c) by a member or members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.
- (2) (a) The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- (b) The result of the vote must be recorded in the minutes of INORE but the number or proportion of votes cast need not be recorded.
- (3) (a) A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- (b) If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.

- (4) (a) A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- (b) The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- (5) (a) A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- (b) A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- (c) The poll must be taken within thirty days after it has been demanded.
- (d) If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- (e) If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

Content of proxy notices

- 22 (1) Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which:
 - (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - (d) is delivered to INORE in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- (2) INORE may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as:
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 22A
- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to INORE by or on behalf of that person.
 - (2) An appointment under a proxy notice may be revoked by delivering to INORE a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
 - (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
 - (6) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

Written resolutions

- 23
- (1) A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
 - (a) a copy of the proposed resolution has been sent to every eligible member;
 - (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
 - (c) it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
 - (2) A resolution in writing may comprise several copies to which one or more members have signified their agreement.
 - (3) In the case of a member that is an organisation, its authorised representative may signify its agreement.

Postal and Electronic Voting

- 24
- (1) INORE may, if the directors so decide, allow the members to vote by post or electronic mail ("email") or by other electronic means (which shall include, for the avoidance of doubt, online voting via INORE's website) to elect directors or to make a decision on any matter that is being decided at a general meeting of INORE.
 - (2) The directors must appoint at least two persons independent of INORE to serve as scrutineers to supervise the conduct of the postal/email ballot or voting by other electronic means and the counting of votes.
 - (3) If postal and/or email voting, or voting by other electronic means is to be allowed on a matter, INORE must send to members of INORE not less than 21 days before the deadline for receipt of votes cast in this way:
 - (a) a notice by email, if the member has agreed to receive notices in this way under these articles, including an explanation of the purpose of the vote

and the voting procedure to be followed by the member, and a voting form capable of being returned by email or post, or allowing voting intention to be communicated by other electronic means, to INORE, containing details of the resolution being put to a vote, or of the candidates for election, as applicable;

- (b) a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election, as applicable.
- (4) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for INORE', at INORE's principal office or such other postal address as is specified in the voting procedure.
- (5) The voting procedure for votes cast by email must require the member's name to be at the top of the email, and the email must be authenticated in the manner specified in the voting procedure.
- (7) The voting procedure for votes cast by electronic means other than email, and arrangements for the scrutiny of such votes, shall be as determined by the directors from time to time.
- (8) Email votes must be returned to an email address used only for this purpose and must be accessed only by a scrutineer.
- (8) The voting procedure must specify the closing date and time for receipt of votes, and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- (9) The scrutineers must make a list of names of members casting valid votes, and a separate list of members casting votes which were invalid. These lists must be provided to a director or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or email vote or vote by other electronic means must not vote at the meeting, and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post or email or other electronic means is allowed to vote at the meeting and counts towards the quorum.
- (10) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature). For email votes, the scrutineers must cut off and retain any part of the email that includes the member's name. In each case, a scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- (11) Votes cast by post or email or by other electronic means must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and email and other electronic means and the number of votes received which were invalid.
- (12) The scrutineers must not disclose the result of the postal/email/electronic ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.

- (13) Following the final declaration of the result of the vote, the scrutineers must provide to a director or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of members submitting valid email votes and valid votes by other electronic means; evidence of invalid votes; the valid votes; and the invalid votes.
- (14) Any dispute about the conduct of a postal or email ballot or vote using other electronic means must be referred initially to a panel set up by the directors, to consist of two directors and two persons independent of INORE. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

Votes of members

- 25 Subject to article 11, every member, whether an individual or an organisation, shall have one vote.
- 26 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 27 (1) Any organisation that is a member of INORE may nominate any person to act as its representative at any meeting of INORE.
- (2) The organisation must give written notice to INORE of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by INORE. The representative may continue to represent the organisation until written notice to the contrary is received by INORE.
- (3) Any notice given to INORE will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. INORE shall not be required to consider whether the representative has been properly appointed by the organisation.

Directors

- 28 (1) A director must be a natural person aged 16 years or older.
- (2) No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 43; or
- (3) if he or she is not a member of INORE.
- 29 The minimum number of directors shall be three and the maximum number is 20 (unless otherwise determined by ordinary resolution). No director shall be appointed if as a result the total number of directors would exceed the maximum number.
- 30 The first directors shall be those persons notified to Companies House as the first directors of INORE.
- 31 A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

Powers of directors

- 32 (1) The directors shall manage the business of INORE and may exercise all the powers of INORE unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.

- (2) No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- (3) Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

Retirement of directors

- 33 At each of the first, second and third annual general meetings of the members of INORE one third (or the number nearest to one-third) of the first directors appointed pursuant to Article 30 shall retire from office.
- 34 At the fourth and every subsequent annual general meeting one-third of the elected directors or, if their number is not three or a multiple of three, the number nearest to one-third, must retire from office. If there is only one director he or she must retire.
- 35
- (1) The directors to retire by rotation shall be those who have been longest in office since their last appointment. If any directors became or were appointed directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.
 - (2) If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.
 - (3) The vacancies arising following the retirement of directors in accordance with Articles 33 and 34 may be filled by the decision of the members at the annual general meeting; any vacancies not filled at the annual general meeting may be filled as provided in articles 36 and 40.

Appointment of directors

- 36 INORE may by ordinary resolution:
- (1) appoint a person who is willing to act to be a director; and
 - (2) determine the rotation in which any additional directors are to retire.
- 37 No person other than a director retiring by rotation may be appointed a director at any general meeting unless:
- (1) he or she is recommended for re-election by the directors; or
 - (2) not less than fourteen nor more than thirty-five clear days before the date of the meeting, INORE is given a notice that:
 - (a) is signed by a member entitled to vote at the meeting;
 - (b) states the member's intention to propose the appointment of a person as a director;
 - (c) contains the details that, if the person were to be appointed, INORE would have to file at Companies House; and
 - (d) is signed by the person who is to be proposed to show his or her willingness to be appointed.
- 38 All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.

Reappointment of director

- 39 Any person who retires as a director by rotation or by giving notice to INORE is eligible for reappointment. A director who has served for three consecutive terms may not be reappointed for a fourth consecutive term but may be reappointed after an interval of at least three years.
- 40 (1) The directors may appoint a person who is willing to act to be a director.
- (2) A director appointed by a resolution of the other directors must retire at the next annual general meeting and must not be taken into account in determining the directors who are to retire by rotation.
- 41 The appointment of a director, whether by INORE in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.
- 42 The directors will make available to each new director, on or before his or her first appointment:
- (a) a copy of these articles and any amendments made to them; and
- (2) a copy of INORE's latest directors' annual report and statement of accounts

Disqualification and removal of directors

- 43 A director shall cease to hold office if he or she:
- (1) ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
- (2) is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
- (3) ceases to be a member of INORE;
- (4) in the written opinion, given to INORE, of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a director and may remain so for more than three months;
- (5) resigns as a director by notice to INORE (but only if enough directors will remain in office when the notice of resignation is to take effect to form a quorum for meeting);
- (6) is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolve that his or her office be vacated; or
- (7) (a) is removed by a resolution to remove that director at a general meeting of the members called for that purpose and properly convened in accordance with these Articles, and the resolution is passed by a two-thirds majority of votes cast at the meeting.
- (b) a resolution to remove a director in accordance with this article shall not take effect unless the individual concerned has been given at least 14 clear days' notice in writing that the resolution is to be proposed, specifying the circumstances alleged to justify removal from office, and has been given a reasonable opportunity of making oral and/or written representations to the members of INORE.

Remuneration of directors

44 The directors must not be paid any remuneration unless it is authorised by article 7.

Proceedings of directors

- 45
- (1) The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
 - (2) Any director may call a meeting of the directors.
 - (3) The secretary (if any) must call a meeting of the directors if requested to do so by a director.
 - (4) Questions arising at a meeting shall be decided by a majority of votes.
 - (5) In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
 - (6) A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants..
- 46
- (1) No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
 - (2) The quorum shall be four or the number nearest to one-third of the total number of directors, whichever is the greater, or such larger number as may be decided from time to time by the directors.
 - (3) A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
- 47 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.
- 48
- (1) The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
 - (2) If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
 - (3) The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 49
- (1) A resolution in writing or in electronic form agreed by a majority of the directors entitled to receive notice of a meeting of the directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors duly convened and held.
 - (2) The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

Delegation

- 50 (1) The directors may delegate any of their powers or functions to a committee of two or more persons (of which at least one person must be a director) but the terms of any delegation must be recorded in the minute book.
- (2) The directors may impose conditions when delegating, including the conditions that:
- (a) the relevant powers are to be exercised exclusively by the committee to whom they delegate;
 - (b) no expenditure may be incurred on behalf of INORE except in accordance with a budget previously agreed with the directors.
- (3) The directors shall from time to time review the arrangements they have made for delegation of their powers and may revoke or alter a delegation.
- (4) All acts and proceedings of any committees must be fully and promptly reported to the directors.

Validity of directors' decisions

- 51 (1) Subject to article 51(2), 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:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (d) the vote of that director; and
 - (e) that director being counted in the quorum;
- the decision has been made by a majority of the directors at a quorate meeting.
- (2) Article 51(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 51(1), the resolution would have been void, or if the director has not complied with article 8.

Minutes

- 52 The directors must keep minutes of all:
- (1) appointments of officers made by the directors;
 - (2) proceedings at meetings of INORE;
 - (3) meetings of the directors and committees of directors including:
 - (a) the names of the directors present at the meeting;
 - (b) the decisions made at the meetings; and

- (c) where appropriate the reasons for the decisions.

Accounts

- 53 (1) The directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The directors must keep accounting records as required by the Companies Act.

Means of communication to be used

- 54 (1) Subject to the articles, anything sent or supplied by or to INORE 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 by or to INORE.
- (2) 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 by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 55 Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
- (2) must be given in electronic form.
- 56 (1) INORE may give any notice to a member either:
- (a) personally; or
- (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
- (c) by leaving it at the address of the member; or
- (d) by giving it in electronic form to the member's address.
- (e) by placing the notice on a website and providing the person with a notification in writing or in electronic form of the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.
- (2) A member who does not register an address with INORE or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from INORE.
- 57 A member present in person at any meeting of INORE shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 58 (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.

- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
 - (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.

Indemnity

- 59 (1) INORE shall indemnify a relevant director against any liability incurred in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a 'relevant director' means any director or former director of INORE.
- 60 INORE may indemnify an auditor against any liability incurred by him or her or it
 - (1) in defending proceedings (whether civil or criminal) in which judgment is given in his or her or its favour or he or she or it is acquitted; or
 - (b) in connection with an application under section 1157 of the Companies Act 2006 (power of Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him or her or it by the Court.

Rules

- 61 (1) The directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of INORE.
- (2) The rules or bye laws may regulate the following matters but are not restricted to them:
 - (a) the admission of members of INORE (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of INORE in relation to one another, and to INORE's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of INORE's premises at any particular time or times or for any particular purpose or purposes;
 - (a) the procedure at general meetings and meetings of the directors in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (b) generally, all such matters as are commonly the subject matter of company rules.
- (3) INORE in general meeting has the power to alter, add to or repeal the rules or bye laws.

- (4) The directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of INORE.
- (5) The rules or bye laws shall be binding on all members of INORE. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

Disputes

62 If a dispute arises between members of INORE about the validity or propriety of anything done by the members of INORE under these articles, and the dispute cannot be resolved by agreement, the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

Dissolution

- 63
- (1) The members of INORE may at any time before, and in expectation of, its dissolution resolve that any net assets of INORE after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of INORE be applied or transferred in any of the following ways:
 - (a) directly for the Objects; or
 - (b) by transfer to any charity or charities for purposes similar to the Objects; or
 - (c) to any charity or charities for use for particular purposes that fall within the Objects.
 - (2) Subject to any such resolution of the members of INORE, the directors of INORE may at any time before and in expectation of its dissolution resolve that any net assets of INORE after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of INORE be applied or transferred:
 - (a) directly for the Objects; or
 - (d) by transfer to any charity or charities for purposes similar to the Objects; or
 - (e) to any charity or charities for use for particular purposes that fall within the Objects.
 - (3) In no circumstances shall the net assets of INORE be paid to or distributed among the members of INORE (except to a member that is itself a charity) and if no resolution in accordance with article 63(1) is passed by the members or the directors the net assets of INORE shall be applied for charitable purposes as directed by the Court or the Charity Commission.

Interpretation

- 64 In these articles 'connected person' means:
- (1) a child, parent, grandchild, grandparent, brother or sister of the director;
 - (2) the spouse or civil partner of the director or of any person falling within sub-clause (1) above;
 - (3) a person carrying on business in partnership with the director or with any person falling within sub-clause (1) or (2) above;

- (4) an institution which is controlled:
 - (a) by the director or any connected person falling within sub-clause (1), (2), or (3) above; or
 - (b) by two or more persons falling within sub-clause 4(a), when taken together

- (5) a body corporate in which :
 - (a) the director or any connected person falling within sub-clauses (1) to (3) has a substantial interest; or
 - (b) two or more persons falling within sub-clause (5)(a) who, when taken together, have a substantial interest.
 - (c) Sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.