

Incorporated in England on 14 February 1975  
Registered number 1200318

PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

INFORMATION TECHNOLOGY TELECOMMUNICATIONS AND ELECTRONICS  
ASSOCIATION<sup>1</sup>

ARTICLES OF ASSOCIATION<sup>2</sup>

<sup>1</sup>Name changed with effect from 18 June 2002

<sup>2</sup>Adopted by Special Resolution passed on 26 March 2002 and amended by special resolution on 14 May 2008

THE COMPANIES ACT 1985

PRIVATE COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION<sup>2</sup>

OF

INFORMATION TECHNOLOGY TELECOMMUNICATIONS AND ELECTRONICS  
ASSOCIATION<sup>1</sup>

**1. PRELIMINARY**

1.1 In these Articles "Table A" shall mean Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (as amended) in force at the date of incorporation of the Company.

1.2 Regulations 2 to 35 (inclusive), 38, 41, 44, 54, 57, 59, 64 to 69 (inclusive), 73 to 78 inclusive, 80 102 to 108 (inclusive), 110, 114 and 116 in Table A shall not apply to the Company but the Articles hereinafter contained and the remaining Regulations of Table A, subject to the modifications hereinafter expressed shall constitute the regulations of the Company.

**2. INTERPRETATION**

In these Articles the following terms shall have the following meanings:

"the Act" the Companies Act 1985 (as amended);

"Admission Date" the date on which an applicant for membership is admitted to membership of the Company;

"Authorised Representative" the representative appointed by each Full Member and each Other Member not being an individual pursuant to Article 3.8;

"Board" the board of directors of the Company from time to time;

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|-------------------------|--|
| "Board Attendance Fee"  | the fee payable to attend meetings of the Board by or in respect of Elected Directors and Selected Directors such fee being determined by the Board from time to time;                           |
| "Board Fee"             | the annual fee payable by or in respect of Nominated Directors such fee being determined by the Board from time to time;   |
| "Elected Directors"     | the directors as are appointed pursuant to Articles 7.2.2 and 7.3 from time to time;   |
| "Ex Officio Directors"  | the Executive Chairman of the Company, the Chief Executive Officer of the Company, the Secretary of the Company and the Finance Director of the Company in office (if any) at the relevant date; |
| "Full Member"           | a company, partnership, unincorporated association or individual active in the Sector who has been admitted as a Full Member of the Company pursuant to Article 3.4.1;                           |
| "Member"                | Full Members and Other Members of the Company;   |
| "Membership Committee"  | the committee established by the Board whose constitution scope of and manner of operation shall be determined in accordance with the Rules;   |
| "Membership Fee"        | the fees payable by Members on their Admission Date and at each subsequent Subscription Date as determined by the Board from time to time;   |
| "Nominations Committee" | the committee established by the Board whose constitution scope of and manner of shall be determined in accordance with the Rules;   |
| "Nominated Directors"   | the directors as are appointed pursuant to Article 7.2.1 from time to time;  |

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| "Other Members"     | any persons admitted to membership of the Company pursuant to Article 3.3.2;                                |
| "persons"           | shall include bodies corporate, unincorporated associations, partnerships or individuals;                   |
| "Rules"             | the rules of the Company in force from time to time made by the Board pursuant to Article 8;                |
| "Subscription Date" | in respect of each Member shall be the anniversary of its Admission Date and each anniversary of that date; |
| "Secretary"         | the Company Secretary appointed by the Board from time to time;   |
| "Sector"            | shall have the meaning attributed to it in the Memorandum of Association of the Company;                    |
| "Website"           | the website maintained by the Company from time to time.  |

2.1 Regulation 1 of Table A as it applies to the Company shall be read and construed as if between the words "regulations" and "the Act" in the last sentence thereof the words "and in any Articles adopting the same in whole or in part" had been inserted, and as if the word "Act" in that sentence read "Acts". References elsewhere in Table A to "the Act" (except for references to specific provisions of the Act ) shall be construed as references to "the Acts".

2.2 Headings to these Articles are for convenience only.

2.3 In these Articles one gender includes all genders.

### **3. MEMBERSHIP**

3.1 There shall be save as otherwise determined by the Board two classes of membership:-

3.1.1 Full Members; and

3.1.2 Other Members;

respectively having the rights and obligations set out in these Articles (as amended from time to time).

3.2 Each application for membership of the Company shall be submitted to the Secretary in writing or by email or via the Website. The Membership Committee shall be responsible for approving or rejecting applications and for determining in to which class of membership (if any) the applicant or members of the Company immediately prior to the date of the adoption of these Articles of Association shall be admitted.

3.3 Save as provided in Article 3.1 above:-

3.3.1 in order to be eligible to become and remain a Full Member the applicant must be a body corporate, unincorporated association or partnership which is actively involved in the Sector. Full Members (save as otherwise provided in these Articles) shall be entitled to attend, speak and vote at general meetings of the Company;

3.3.2 The Board has absolute discretion in deciding the membership criteria of Other Members, and the terms under which any Other Members, whether collectively or individually, subscribe for or renew membership;

3.3.3 The Board may resolve, as it sees fit, rules relating to specific groups of Other Members and the terms of such Other Members' membership of the Company will be subject to such rules.

Provided that the Board may either generally or in any specific case or cases determine that all or any of such rights shall not subsist while any Membership Fees or other monies payable to the Company by a Member is in arrears.

3.4 Every applicant admitted as a Member shall either sign a written consent or consent by electronically signed email or other electronically signed electronic means to become a Member or sign the register of members on becoming a Member.

3.5 Membership shall not be transferable save in the event of an amalgamation or reconstruction of a member in which case membership shall only be transferable provided the Member's successor conforms with the requirements for membership of the Company in force from time to time and its membership is approved by the Membership Committee.

- 3.6 Every Member of the Company shall be bound to observe the Memorandum of Association and Articles of Association and the Rules.
- 3.7 Each Full Member and Other Member not being an individual shall upon being admitted to membership give notice in writing or by electronically signed email or other electronically signed electronic means to the Secretary nominating an Authorised Representative. Each Authorised Representative of a Member shall be its Chief Executive or such other senior executive as is approved by the Membership Committee. The Board reserves the right to reject the nomination of an Authorised Representative and to request that Member appoints another person as its Authorised Representative.
- 3.8 If the Membership Committee rejects an application for membership pursuant to Article 3.3 or admits the applicant into a class of membership different from that set out in its application the applicant shall be entitled to apply to the Board requesting that the Board reconsiders such rejection or admission to a particular class and the Board shall give its reasons in writing for such decision as soon as reasonably practicable following the applicant's request therefor.
- 3.9 Where an application for membership is accepted pursuant to Article 3.4, the applicant will be admitted to membership in the relevant class on the next following Admission Date. The Membership Fee shall be paid in full within 30 days of the Admission Date and thereafter on within 30 days of each Subscription Date.
- 3.10 A Member may at any time withdraw from membership of the Company by giving written notice to and acknowledged by the Secretary no later than 6 months (which period shall commence on the date the Members' resignation is acknowledged by the Secretary) prior to its Subscription Date or such lesser period as may be determined by the Board and notified to Members via the Website or by email or in writing from time to time.
- 3.11 Any Member ceasing to be a Member shall not have any claim upon or interest in the funds of the Company but this Article shall be without prejudice to rights of the Company to claim any arrears of Membership Fees or other sums due from time to time from that Member to the Company at that time of its ceasing to be a Member.

#### **4. EXCLUSION FROM OR SUSPENSION OF MEMBERSHIP**

- 4.1 The Membership Committee may by written notice expel a Member if:

- 4.1.1 it shall make default in the observance of these Articles of Association or any Rule or of any resolution of the Board; or
- 4.1.2 it defaults in the payment of Membership Fees or any other monies due to the Company; or
- 4.1.3 it shall in the opinion of the Board have been guilty of any act or practice or conduct which brings the Company into disrepute or its continued membership of the Company is against the interests of the majority of its Members; or
- 4.1.4 it ceases to qualify as a Member pursuant to these Articles or the membership criteria then in force under the rules of the Company; or
- 4.1.5 it withdraws pursuant to Article 3.11 hereof; or
- 4.1.6 the Member being an individual dies or becomes bankrupt or compounds with its creditors; or
- 4.1.7 the Member being a partnership the partnership is dissolved or becomes bankrupt; or
- 4.1.8 the Member being a corporation it enters into liquidation or receivership for any purpose other than a solvent amalgamation or reconstruction or has a receiving order made against it; or
- 4.1.9 the Member fails to comply with any properly approved code of practice published by or notified to Members by the Company.

The Board may in place of expulsion substitute such lesser penalty as it may see fit including (but not limited to) warning, reprimand or suspension.

- 4.2 Where a Member is expelled all monies paid in respect of Membership Fees, or otherwise shall be forfeited to the Company without prejudice to the rights of the Company to recover from such Member any sums due from it to the Company at the time of its expulsion.
- 4.3 A Member receiving notice under Articles 4.1.1 or 4.1.2 or 4.1.3 or 4.1.4 or 4.1.9 may appeal against such expulsion or suspension in writing or by email to Secretary for review by the Membership Committee and until the resolution of the appeal (to

be determined at the Membership Committee's sole discretion) any suspension shall stand and an expulsion shall constitute a suspension.

- 4.4 The Membership Committee may at any time request any Member to provide in a manner satisfactory to the Membership Committee proof that such Member remains eligible to participate in the Company pursuant to Article 3.4.

## **5. GENERAL MEETINGS**

- 5.1 The annual general meeting of the Company and each extraordinary general meeting called for the passing of a special resolution or a resolution shall be called by at least 21 clear days' notice.
- 5.2 The notice shall specify the time and place of the meeting and, in the case of special business, the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such and shall state the name of the proposed auditors and the names of the directors nominated by the Nominations Committee.
- 5.3 The notice shall be given to all Members and to the auditors.
- 5.4 All business shall be deemed special that is transacted at an extraordinary general meeting, and that transacted at an annual general meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the directors and auditors, and the appointment of, and the fixing of the remuneration of, the auditors.
- 5.5 Any Member of the Company entitled to attend and vote at a general meeting shall be entitled to appoint a proxy being a Full Member or alternatively the chairman of the meeting as his proxy to attend and to vote instead of him and any proxy so appointed shall have the same right as the Member to speak at the meeting. Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to Members in regard to their right to appoint proxies.
- 5.6 Subject to any contrary provision of these Articles and provided each Full Member has at the date of the notice of that meeting paid to the Company all sums due for payment by it hereunder shall have one vote.
- 5.7 In the case of an equality of votes either or a show of hands or on a poll the chairman of the meeting shall be entitled a further or casting vote.

## **6. PROCEEDINGS AT GENERAL MEETINGS**

- 6.1 No business shall be transacted at any meeting unless a quorum shall be present at the time when the meeting proceeds to business. Twelve Members entitled to vote upon the business to be transacted present in the case of a Full Member by their Authorised Representatives and in the case of a Full Member being an individual in person, shall be a quorum.
- 6.2 If a quorum is not present within half an hour from the time appointed for a general meeting the general meeting shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed therefor, such adjourned general meeting shall be dissolved.
- 6.3 Regulation 46 of Table A as it applies to the Company shall be read and construed as if paragraph (d) was omitted therefrom.

## **7. THE BOARD OF DIRECTORS**

- 7.1 The Board shall appoint from its members (being a Nominated Director or Elected Director) a President of the Company, one or more Deputy Presidents and such other vice presidents as the Board may from time to time determine.
- 7.2 The Board shall be made up of (save as otherwise determined by it) Nominated Directors, Elected Directors, Selected Directors and Ex Officio Directors
- 7.2.1 Nominated Directors – each Full Member whose Membership Fee is in excess of the figure determined by the Board from time to time and notified to Members via the Website shall be entitled subject to payment of its Membership Fees and the Board Fee to nominate a senior executive from its organisation to be appointed a director provided that the Nominations Committee reserves the right to reject such a nomination and to request that the Full Member appoints another senior executive from its organisation to be appointed as a director provided further that the Board may from time to time review such appointments and by notice to the relevant director (a copy of which shall be sent to the Member which nominated him) require him to forthwith withdraw as and resign as a director of the Company save that the Member which appointed him shall (so long as it remains entitled to nominate such a

director) be entitled to nominate another senior executive from its organisation to be appointed as a director;

7.2.2 Elected Directors – up to 10 directors nominated by Members, subject to payment of their Membership Fees and the Board Attendance Fee;

7.2.3 Selected Directors – up to 10 directors (or in the period to the next following annual general meeting of the Company such number as is determined by the Board and notified to the Members via the Web Site) who need not be Members or Authorised Representatives of Members proposed by the Nominations Committee (in accordance with the Rules) and whose nomination has been approved by the Board and pursuant to Article 7.3 and subject to payment of any applicable Membership Fee and the Board Attendance Fee;

7.2.4 The Ex Officio Officers of the Company shall be proposed by the Appointments and Remuneration Committee and approved by the Board and shall be entitled to attend and speak at Board meetings and meetings of any Committees upon which they sit, but shall not be entitled to vote thereat.

7.3 The appointment of the Elected Directors and Selected Directors as directors shall be subject to the prior ratification of the Company at the next following annual general meeting of the Company and any such appointments not so ratified will not be made and in the case of the relevant Elected Directors their Board Attendance Fee shall be refunded.

7.4 The appointment as directors of the Elected Directors and Selected Directors whose appointment is ratified pursuant to Article 7.3 shall be effective from the day following the annual general meeting at which their nomination is ratified (save as provided in Article 7.5) and such appointments shall be for a period determined in accordance with this Article 7.4 whereupon:-

7.4.1 in the case of Elected Directors each shall retire upon the expiry of 3 years from their appointment or immediately prior the third annual general meeting after such appointment if earlier;

7.4.2 in the case of Elected Directors one third shall retire from office and at every subsequent annual general meeting one third of such directors or if their number is not three or a multiple of three the number nearest to

one third shall retire from office but if there is only one such director he shall retire;

7.4.3 subject to the provisions of the Act, the Elected Directors to retire by rotation shall be those who have been longest in office since their last appointment or reappointment but as between persons who became or were last appointed directors on the same day those to retire shall (unless otherwise agree among themselves) be determined by lot;

7.4.4 in the case of Selected Directors each shall (unless otherwise determined by the Board who may before the expiry of the term extend the term of such appointment by one year or until the next annual general meeting. The Board shall not be limited in the number of times it may grant such extensions and at the end of such extension(s) he will retire) retire upon the expiry of 1 year from their appointment or immediately prior to the first annual general meeting after such appointment whichever is the later;

7.4.5 the Nominations Committee may consider the reappointment of retiring Elected Directors or Selected Directors wishing to be reappointed.

7.5 For the period from the date of the adoption of these Articles until the first annual general meeting of the Company convened following the adoption of these Articles it shall be the Board and not the Company in annual general meeting who shall ratify the appointment of Elected Directors and Selected Directors.

7.6 There shall be no maximum number of directors and the minimum number of members shall be nine.

7.7 The quorum for the transaction of the business of the Board shall be nine.

7.8 Regulation 79 of Table A as it applies to the Company shall be read and construed as if the words "and shall not be taken into account in determining the directors who are to retire by rotation at the meeting" were omitted therefrom.

7.9 Regulation 83 of Table A as it applies to the Company shall be read and construed as if the words "of any class of shares or" were omitted therefrom.

7.10 Regulation 93 of Table A as it applies to the Company shall be read and construed as if the word "all" was deleted and the words "by a majority of" are substituted in its place.

- 7.11 A person may be appointed a director notwithstanding that he has attained the age of seventy years or more, and no director shall be liable to vacate office by reason only of his having attained that or any other age.
- 7.12 Subject to the provisions in these Articles, no director shall where the director is an employee of or an officer of or a partner in or the principal of a Member, be entitled to vote at a board meeting so long as any monies are due and payable to the Company by that Member provided that such monies are at least one month overdue for payment (whether lawfully demanded or not).
- 7.13 In the event that a director being an employee of or an officer or a partner in or the principal of a Member shall cease to hold such employment office or position he shall immediately cease to be entitled to attend meetings of the Board and shall promptly tender his resignation in writing as a director of the Company which resignation shall have immediate effect.
- 7.14 In the event that at any time the Membership Fee of a Member should fall below the level as determined annually in accordance with Article 7.2.1, the Nominated Director of that Member shall tender his resignation such resignation to take effect from the end of that year.
- 7.15 The Board may, at its sole discretion and provided that the director is willing to continue in office as a director of the Company, refuse to accept or defer the acceptance of any resignation tendered pursuant to Article 7.13 or Article 7.14 or reinstate a director whose office is vacated pursuant to Article 7.16 for such period as it shall determine which period shall not extend beyond the first date on which he would have been required to resign in accordance with these Articles.
- 7.16 Where a Member withdraws pursuant to Article 3.10 ("a Leaver") or is expelled pursuant to Article 4.1 ("an Expelled Member") then any Nominated Director or Elected Director nominated by him or where an employee of or an officer of or a partner in or the Principal of that Member is a Selected Director that director, shall vacate office as a director of the Company with effect from in the case of a Leaver the date it's notice of withdrawal is acknowledged by the Secretary or in the case of an Expelled Member (save as hereafter provided) the date of the notice of expulsion. Where a Member is suspended pursuant to Article 4.1 or Article 4.3 then any Nominated Director or Elected Director nominated by him or where an employee of or an officer of or a partner in or the Principal of that Member is a

Selected Director that director, shall not be entitled to attend Board or Committee meetings of Company for the period of the Members' suspension.

## **8. POWERS AND CONDUCT OF THE BOARD**

8.1 The Business of the Company shall be managed by the Board, who may exercise all powers of the Company, and do on behalf of the Company all such acts as may be exercised and done by the Company and as are not by the Act or by the Articles required to be exercised or done by the Company in General Meeting, subject nevertheless to any provisions of the Articles and the Act and to such acts being not inconsistent with the Articles or the Rules.

8.2 The Board may from time to time make alter and repeal all Rules or other memberships rules of the Company or of any committee as it deems necessary or expedient or convenient for the proper conduct and management of the Company.

8.3 The Board shall adopt such means as it shall deem sufficient to bring to the notice of the Members all Rules and all alterations and repeals thereto and all such rules so long as they are in force, shall be binding upon all such members; provided always that no such Rules shall be inconsistent with or shall affect or repeal anything contained in the Memorandum or Articles of Association or constitute such an amendment of or addition to the Memorandum or Articles as could only lawfully be made by the members of the Company in general meetings.

8.4 The Board shall be entitled to appoint one or more of the following committees a Membership Committee, a Nominations Committee, an Operational Board and an Appointment and Remuneration Committee, and such other committees or interest groups as it deems necessary and delegate to such committees and interest groups such of powers its powers as it determines.

## **9. NOTICES OF MEETINGS OF THE BOARD**

9.1 Members of the Board shall be notified in such manner as shall be determined by the Board from time to time of all meetings of the directors regardless of where they are at the time, and the third sentence of Regulation 88 of Table A shall not apply to the Company.

9.2 The Board shall be responsible for determining from time to time the level of the Membership Fees, Board Fees, Board Attendance Fees and other fees payable by Members.

- 9.3 The words "But otherwise no such member shall be entitled to receive any notice from the company" in Regulation 112 of Table A shall not apply to the Company.
- 9.4 Regulation 113 of Table A as it applies to the Company shall be read and construed as if the words "or of the holders of any class of shares in the Company" were omitted therefrom.
- 9.5 In the case of notices sent abroad, Regulation 115 of Table A as it applies to the Company shall be interpreted so as to deem service of notices at the expiration of four days, not forty-eight hours.

#### **10. DIRECTORS' INTERESTS IN CONTRACTS ETC. WITH THE COMPANY**

The following shall be added to the end of Regulation 98 of Table A as it applies to the Company: "If the question relates to the chairman of the meeting, it shall be resolved by resolution of the other directors".

#### **11. MINUTES**

Regulation 100 of Table A as it applies to the Company shall be read and construed as if the words of the holders of any class of shares in the Company were omitted therefrom.