

## Memorandum and Articles – Proposed Amendments

14. The ~~Board shall set the level of~~ annual subscriptions (and, if relevant, different rates thereof for different categories). Only those members who have paid their current subscription (where these are fixed) are entitled to take part in and vote at any General Meeting.

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29. A resolution put to the vote at an AGM or other General Meeting shall be decided ~~by ballot in accordance with Article 27,~~

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30. ~~The ballot on any resolution~~ shall be conducted in such a manner as the chairman of the meeting may direct and the result shall be declared at the same meeting. ~~The person chairing the meeting shall appoint and instruct tellers, who may cast their own personal votes if members.~~

**Deleted:** verbally or on a show of hands, as appropriate, unless a secret ballot is demanded by the chairman of the meeting (or by at least two members present in person at the meeting and entitled to vote). A secret ballot may be demanded only before either any verbal vote or show of hands takes place.

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### Small Business & Organisation Trustees

38. (a) At the General Meeting held in terms of Article 35(b), the Small Business & Organisation Members shall elect up to 3 Small Business & Organisation Trustees.

(b) Provided that the first General Meeting in terms of Article 35(b) hereof is held before the first AGM, there shall be no change in or election of Trustees at the first AGM (except to the extent of filling by co-option any vacancies in the Board left over after the first General Meeting or caused by any retirements since).

(c) At the second and each subsequent AGM, one of the Small Business & Organisation Trustees shall retire from office. A retiring Small Business & Organisation Trustee shall retain office until the close or adjournment of the meeting. A retiring Small Business & Organisation Trustee shall be eligible for re-election after one or two terms of office, but no Small Business & Organisation Trustee can serve more than three consecutive terms of office, without at least one year out of office before being eligible again.

(d) If no other Small Business & Organisation Trustee has or Trustees have decided or agreed to retire, the Small Business & Organisation Trustee to retire at each AGM shall be the one who has been longest in office since his or her last election but, as between persons who were elected or last re-elected Small Business & Organisation Trustees on the same day, the one to retire shall (unless they otherwise agree amongst themselves) be the one who received the fewer (or fewest) number of votes received at that last election, which failing as determined by lot.

(e) Nomination of any Small Business & Organisation Trustee shall be in writing by not less than any two Small Business & Organisation Members. The nominee shall confirm his or her willingness to act as a Small Business & Organisation Trustee if elected and, if required, shall provide a statement to explain the nominee's suitability. All nominations to be valid must be delivered to the Office not less than seven days prior to the date of the AGM in question.

(f) Election of any Small Business & Organisation Trustee shall be by vote of the Small Business & Organisation Members only, each Small Business & Organisation Member having ~~one~~ vote for each vacancy in the Small Business & Organisation Trustees on the Board.

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### Medium Business & Organisation Trustees

39. (a) At the General Meeting held in terms of Article 35(b), the Medium Business & Organisation Members shall elect up to 3 Medium Business & Organisation Trustees.

(b) Provided that the first General Meeting in terms of Article 35(b) hereof is held before the first AGM, there shall be no change in or election of Trustees at the first AGM (except to the extent of filling by co-option any vacancies in the Board left over after the first General Meeting or caused by any retirements since).

- (c) At the second and each subsequent AGM, one of the Medium Business & Organisation Trustees shall retire from office. A retiring Medium Business & Organisation Trustee shall retain office until the close or adjournment of the meeting. A retiring Medium Business & Organisation Trustee shall be eligible for re-election after one or two terms of office, but no Medium Business & Organisation Trustee can serve more than three consecutive terms of office, without at least one year out of office before being eligible again.
- (d) If no other Medium Business & Organisation Trustee has or Trustees have decided or agreed to retire, the Medium Business & Organisation Trustee to retire at each AGM shall be the one who has been longest in office since his or her last election but, as between persons who were elected or last re-elected Medium Business & Organisation Trustees on the same day, the one to retire shall (unless they otherwise agree amongst themselves) be the one who received the fewer (or fewest) number of votes received at that last election, which failing as determined by lot.
- (e) Nomination of any Medium Business & Organisation Trustee shall be in writing by not less than any two Medium Business & Organisation Members. The nominee shall confirm his or her willingness to act as a Medium Business & Organisation Trustee if elected and, if required, shall provide a statement to explain the nominee's suitability. All nominations to be valid must be delivered to the Office not less than seven days prior to the date of the AGM in question.
- (f) Election of any Medium Business & Organisation Trustee shall be by vote of the Medium Business & Organisation Members only, each Medium Business & Organisation Member having one vote for each vacancy in the Medium Business & Organisation Trustees on the Board.

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#### Large Business & Organisation Trustees

40.

- (a) At the General Meeting held in terms of Article 35(b), the Large Business & Organisation Members shall elect up to 3 Large Business & Organisation Trustees.
- (b) Provided that the first General Meeting in terms of Article 35(b) hereof is held before the first AGM, there shall be no change in or election of Trustees at the first AGM (except to the extent of filling by co-option any vacancies in the Board left over after the first General Meeting or caused by any retirements since).
- (c) At the second and each subsequent AGM, one of the Large Business & Organisation Trustees shall retire from office. A retiring Large Business & Organisation Trustee shall retain office until the close or adjournment of the meeting. A retiring Large Business & Organisation Trustee shall be eligible for re-election after one or two terms of office, but no Large Business & Organisation Trustee can serve more than three consecutive terms of office, without at least one year out of office before being eligible again.
- (d) If no other Large Business & Organisation Trustee has or Trustees have decided or agreed to retire, the Large Business & Organisation Trustee to retire at each AGM shall be the one who has been longest in office since his or her last election but, as between persons who were elected or last re-elected Large Business & Organisation Trustees on the same day, the one to retire shall (unless they otherwise agree amongst themselves) be the one who received the fewer (or fewest) number of votes received at that last election, which failing as determined by lot.
- (e) Nomination of any Large Business & Organisation Trustee shall be in writing by not less than any two Large Business & Organisation Members. The nominee shall confirm his or her willingness to act as a Large Business & Organisation Trustee if elected and, if required, shall provide a statement to explain the nominee's suitability. All nominations to be valid must be delivered to the Office not less than seven days prior to the date of the AGM in question.
- (f) Election of any Large Business & Organisation Trustee shall be by vote of the Large Business & Organisation Members only, each Large Business & Organisation Member having one vote for each vacancy in the Large Business & Organisation Trustees on the Board.

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**XIII**  
**OFFICERS**

43. The Board shall meet as soon as practicable immediately after each AGM to appoint a Chairman, ~~one or more~~ Vice-Chairmen ~~and a Treasurer~~ of the Forum from the Board (~~any~~ of whom can be Co-opted Trustees).

**XIV**  
**PERSONAL INTERESTS**

44. (a) Any Trustee and/or employee who has a personal interest in any prospective or actual contract or other arrangement with the Forum must declare that interest either generally to the Board or specifically at any relevant meeting of the Forum. Where such an interest arises, the provisions within Article 45 shall apply.
- (b) A personal interest includes the following interests:
- (i) those of the Trustee or employee in question; and
  - (ii) those of his or her partner or close relative; and
  - (iii) those of any business associate; and
  - (iv) those of any firm of which he or she is a partner or employee; and
  - (v) those of any limited company of which he or she is a director, employee or shareholder of more than 5% of the equity; and
  - (vi) those of any person or organisation responsible for his or her appointment as a Trustee.
- (c) The Board may resolve at any time to require all Trustees and employees to deliver a Notice of Relevant Interests to the Registered Office (or elsewhere as it may determine), as they arise and at least annually. In that event, the Board shall determine from time to time what additional interests to those listed in Article 43(b), if any, shall be relevant interests and shall ensure that a Register of Notices of Relevant Interests is maintained.
- (d) If existing, the Register of Interests shall be open for inspection by both the Board and members of the Forum and, with the express prior written approval of the Trustee or employee concerned, by members of the public.
45. (a) Whenever a Trustee finds that there is a personal interest, as defined in Article 44, he or she has a duty to declare this to the Board meeting in question. In that event, the Trustee in question cannot partake in decisions relating to such matter.
- (b) It shall be for the chairman of the meeting in question to determine whether the Trustee in question should be ~~allowed to stay in the meeting (and if so, whether that Trustee should be allowed to take part in the discussion) or should be~~ required to be absent during that particular element of the meeting. In terms of Article 46(b), where a Trustee leaves, or is required to leave, the meeting in question, he or she no longer forms part of the quorum thereat.

**XVI**  
**MEETINGS OF THE BOARD OF TRUSTEES**

47. (a) Meetings of the Board may take place in person or by telephone conference call, video conference call or by any other collective electronic means approved from time to time by the Board.
- (b) Not less than 14 clear days' notice in writing shall be given of any meeting of the Board at which a decision is to be made in relation to any matter ~~to be put forward for decision~~ by Special Resolution ~~at the AGM or other General Meeting~~ (as listed in

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Article 31), which notice shall be accompanied by an agenda and any papers relevant to the matter to be decided. All other Board meetings shall require not less than 7 days' prior notice, unless all Trustees agree unanimously in writing to dispense with such notice on any specific occasion.

### XVIII COMPANY SECRETARY, MINUTE SECRETARY & PRINCIPAL OFFICER

58. The Board shall appoint a Company Secretary for such term and upon such conditions as it may think fit. The Company Secretary may be removed by the Board at any time, subject to the terms of any prevailing contract.
59. The Board may appoint a Minute Secretary, for the purposes of Article 51, for such term and upon such conditions as it may think fit. The Minute Secretary may be removed by the Board at any time, subject to the terms of any prevailing contract.
60. The Board may appoint a Principal Officer of the Forum on such terms (including a decision on the most appropriate job title) and conditions as it may think fit, who shall attend Board and Sub-Committee meetings as appropriate or required, but without any vote thereat.

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TREASURER

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### XIX HONORARY PATRON(S)

61. The members in General Meeting may, on a proposal from the Board, agree to the appointment of one or more Honorary Patrons of the Forum, who would be appointed either for such fixed period as those Members determine or for an unspecified period until such appointment be terminated by them. The Honorary Patron or Patrons would be entitled to notice of all General Meetings and to attend and contribute to discussion but not vote thereat unless a member of the Forum.

### XX FINANCES

62. The banking account or accounts of the Forum shall be kept in such bank or building society and/or banks or building societies as the Board shall from time to time determine.
63. All cheques and other negotiable instruments, and all receipts for monies paid to the Forum, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
64. The Board shall ensure that all funds and assets of the Forum are applied towards achieving the Charitable Purposes.

### XXI ACCOUNTS

65. The Board shall cause accounting records to be kept in accordance with the requirements of the Companies Act and other relevant regulations.
66. The accounting records shall be overseen by the Principal Officer (if there is one), or otherwise by, or as determined by, the Board. Such records shall be kept at such place or places as the Board shall think fit and shall always be open to the inspection of the Trustees. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Forum or any of them shall be open to the inspection of the members of the Forum.