

BRITISH VEHICLE RENTAL AND LEASING ASSOCIATION LIMITED

ARTICLES OF ASSOCIATION

Company Number 00924401 under the *Companies Act 2006* (UK)

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BRITISH VEHICLE RENTAL AND LEASING ASSOCIATION LIMITED

ARTICLES OF ASSOCIATION

PART A — INTRODUCTORY

1. Name and Registered Office of the Company

- 1.1. The name of the Company is British Vehicle Rental and Leasing Association Limited.
- 1.2. The registered office of the Company is in England or Wales.

2. Type of Company

- 2.1. The Company is a private company limited by guarantee incorporated under the Act.
- 2.2. The assets and income of the Company must be applied solely in furtherance of the Object and no portion of the income or assets of the Company may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to any Member.
- 2.3. Provided they are done in good faith, the Company may:
 - a) pay a Member for goods or services they have provided to the Company at fair and reasonable rates or rates more favourable to the Company,
 - b) reimburse a Member for reasonable expenses they have properly incurred on behalf of the Company,
 - c) make a payment to a Member in carrying out the Object, or
 - d) make a payment for any other bona fide reason related to the attainment of the Object.
- 2.4. These Articles comprises a contract between:
 - a) the Company and each Member,
 - b) the Company and each Director,
 - c) the Company and the Secretary or Secretaries, and
 - d) a Member and each other Member.
- 2.5. These Articles are to be interpreted without reference to the model articles under the Act which do not apply to the Company.
- 2.6. Each Member must guarantee to pay an amount not more than £1 to the Company if the Company is wound up while the Member is a Member, or within twelve months after they cease being a Member, and this guarantee is required to pay for the:
 - a) debts and liabilities of the Company that exceed the Company's assets incurred before the Member stopped being a Member, and
 - b) costs of winding up the Company.

3. Object

3.1. The Object of the Company is to advance the British vehicle rental and leasing industry and to support the interests of its members.

4. Powers of the Company

4.1. The Company has the following powers which may be used only to carry out its Object:

- a) all the powers of a company limited by guarantee under the Act, and
- b) the power to do all things necessary or convenient to be done for, or in connection with, the attainment of its Object.

5. Definitions

5.1. In these Articles, except as so far as the context or subject matter otherwise indicates or requires:

- a) **Act** means *Companies Act 2006* (UK),
- b) **Annual General Meeting** means a General Meeting held in accordance with clause 15.3,
- c) **Articles** means the Company's Articles of Association as amended from time to time,
- d) **Board** means some or all the Directors acting as the Board of Directors of the Company,
- e) **By-laws** means the rules and regulations made by the Board,
- f) **Code of Conduct** means any code of conduct applicable to Members made by the Board,
- g) **Company** means British Vehicle Rental and Leasing Association Limited,
- h) **Director** means an individual elected or appointed as a Director on the Board
- i) **General Meeting** means a formal meeting of the Members and includes an Annual General Meeting,
- j) **Member** means an organisation whose name is entered in the register of Members as a Member of the Company,
- k) **Office Bearer** means a Director appointed to the position of Chair or Vice Chair by the Board,
- l) **Representative** means an individual appointed as a Member's representative by a Member that is body corporate,
- m) **Secretary** means an individual or individuals appointed to undertake the role of Secretary as defined in the Act and these Articles,
- n) **Sector Committees** means the Leasing and Fleet Management Committee, Leasing Broker Committee, Rental Committee and Commercial Vehicle Committee,
- o) **Special General Meeting** means any General Meeting other than the Annual General Meeting,

- p) **Special Resolution** means a resolution at a General Meeting that is passed by at least 75% of the votes cast by Members entitled to vote on the resolution, and
- q) **Surplus Assets** means any assets of the Company that remain after paying all debts and other liabilities of the Company, including the costs of winding up.

6. Interpretation

- 6.1. Headings are for convenience only and do not affect the interpretation of these Articles.
- 6.2. The following rules of interpretation apply unless any contrary intention appears in these Articles or the context requires otherwise:
 - a) mandatory provisions of the Act override any clause in these Articles, which is inconsistent with that Act,
 - b) reference to an act includes every amendment, re-enactment, or replacement of that act and any subordinate legislation made under that act such as regulations,
 - c) a reference to a clause or sub-clause is to a clause or sub-clause of these Articles,
 - d) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning,
 - e) reference to a person is a reference to an individual, company, any other body corporate, partnership, joint venture, association, or other body whether or not incorporated,
 - f) the words 'days', 'months' or 'hours' refer to working days, months or hours (as applicable) and exclude any public holidays in the United Kingdom on which the clearing banks in the City of London are not open for business, unless otherwise stated,
 - g) the words 'writing' and 'written' include any mode of representing or reproducing, including electronically, words, figures, drawings, or symbols in a visible or communicable form,
 - h) the words 'including', 'for example', or similar expressions do not limit the inclusions or examples,
 - i) singular includes plural and vice versa,
 - j) a notice or document required by these Articles to be signed includes signing by electronic means or may be authenticated by any other manner permitted by law,
 - k) where a reference is made to a percentage of Members, that percentage is to be calculated at the time the relevant request or notice is received, unless otherwise provided by the Act, and is to be rounded up to the nearest whole number where necessary, and
 - l) unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act as in force on the date when these Articles become binding on the Company.

- 6.3. The Articles will take precedence over any By-laws and shall, to the extent of any inconsistency, override and replace such conflicting provisions within the By-laws.

PART B — MEMBERSHIP

7. Classes of Membership

- 7.1. There are two classes of membership:
- a) Voting Members, and
 - b) Non-Voting Members.
- 7.2. Voting Members are companies that:
- a) operate vehicle rental, leasing and/or fleet management businesses in the United Kingdom as defined in the By Laws,
 - b) satisfy any additional requirements for Voting Membership as prescribed by the Board and set out in the By-laws, and
 - c) have been admitted as Voting Members in accordance with these Articles.
- 7.3. Non-Voting Members are companies interested in the Object but that:
- a) are not eligible to be Voting Members, including other related businesses such as leasing brokers, rental brokers and fleet operators,
 - b) satisfy any additional requirements for being Non-Voting Members as prescribed by the Board and set out in the By-laws, and
 - c) have been admitted as Non-Voting Members in accordance with these Articles.
- 7.4. The Board may provide for categories of Members within each class on such terms and conditions as the Board determines.
- 7.5. The Board may determine additional requirements for admission as a Member or as a Member in a particular class or category of membership.

8. Rights and Obligations of Members

- 8.1. A Voting Member has the right to:
- a) receive notices of and to attend General Meetings,
 - b) have one vote in the election for Elected Directors,
 - c) vote at General Meetings on resolutions put to the Members (other than election of Directors) in accordance with their fleet size:
 - i. 1 to 500 vehicles = 1 votes,
 - ii. 501 to 2,500 vehicles = 2 votes,
 - iii. 2,501 to 10,000 vehicles = 3 votes,
 - iv. 10,001 to 20,000 vehicles = 4 votes,
 - v. 20,001 or more vehicles = 5 votes,and

- d) if eligible, to nominate a candidate for election as an Elected Director.
- 8.2. A Non-Voting Member is entitled to receive notices of and to attend General Meetings, but:
- a) does not have voting rights,
 - b) is not entitled to nominate or elect Elected Directors, and
 - c) is not entitled to stand for election as an Elected Director.
- 8.3. A Member who has not paid any fees payable by the due date is not entitled to exercise their rights while the fee remains unpaid.
- 8.4. A Member is entitled to exercise their rights if their membership rights are not suspended for any other reason.
- 8.5. The Board may extend benefits and services to Members that may differ between classes and categories of membership and within classes and categories of membership.
- 8.6. Members must comply with:
- a) these Articles,
 - b) any By-laws, and
 - c) any Code of Conduct.
- 8.7. To maintain membership, Members are required to comply with any continuing membership obligations or conditions as determined by the Board and specified in the By-Laws.
- 8.8. A Member must, within a reasonable time, notify the Secretary of any change to their details as recorded in the register of Members.
- 8.9. A right, privilege or obligation held by reason of being a Member:
- a) is not capable of being transferred or transmitted to another person, and
 - b) terminates upon cessation of the Member's membership.
- 8.10. The rights of Members are not to be taken as being varied by the admission of more Members or the addition or deletion of classes or categories of membership.
- 8.11. The rights of Members in any class may be varied or cancelled by the Voting Members approving amendments to the Article by Special Resolution. For clarity, this shall be taken to be the procedure for varying or cancelling rights of Members in any class.

9. Member Representatives

- 9.1. The Member will nominate to the Secretary at the time of application for membership the name of one individual, called the Representative, who will represent that Member at General Meetings and in the case of a Voting Member, may vote on behalf of that Voting Member.
- 9.2. A Member may by notice to the Secretary change its Representative.
- 9.3. The Secretary will keep a register of Representatives.

10. Application for Membership

- 10.1. An application for membership must be in a form prescribed by the Board.
- 10.2. The Board may approve or reject an application for membership.
- 10.3. The Board may refuse any application for membership without being compelled to give the reasons for such refusal.
- 10.4. The Board may delegate the consideration and determination of any membership application.
- 10.5. Once the outcome of a membership application is determined, written notice of the decision of the Board or their delegate is to be sent to the applicant within a reasonable time.
- 10.6. The acceptance of an applicant as a Member is subject to the payment of any fees and if such payment is not made, the Board may cancel its acceptance of the applicant for membership of the Company.
- 10.7. An applicant who is admitted to membership becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the register of Members.

11. Membership Fees

- 11.1. The Board may set any joining fees and/or membership fees and may determine different fees:
 - a) for different classes or categories of membership,
 - b) within classes or categories of membership, or
 - c) for different Members.
- 11.2. The Board may in its discretion waive or vary the amount of any fee set.
- 11.3. Any fee charged to Members is payable in such manner and at such times as determined by the Board.
- 11.4. A Member who fails to pay any membership fee(s) by the due date may have their membership terminated if the fee(s) remains unpaid for a period prescribed by the Board. The Board may determine the specific period, and the Member will be notified of the impending termination if payment is not received within this timeframe.
- 11.5. Membership that has been terminated may be reinstated at the discretion of the Board upon payment of the outstanding fee(s).

12. Register of Members

- 12.1. The Secretary must establish and maintain an indexed register of Members, which may be in electronic form, containing:
 - a) the name of each Member and the date on which they became a Member,
 - b) the Member's service address, to which notices from the Company may be sent, and

- c) any other information as determined by the Board or required by the Act.

13. Ceasing to be a Member

13.1. A Member ceases to be a Member if they:

- a) resign by written notice to the Secretary,
- b) are not an individual and are wound up or dissolved,
- c) have their membership terminated or are expelled under these Articles,
- d) no longer satisfy the criteria for their respective class of membership, unless transferred to another class of membership by the Board,
- e) are convicted of an indictable offence,
- f) fail to provide any information required by the Board as part of the renewal process, unless the Board resolves otherwise, or
- g) fail to satisfy any undertaking given by the Member upon them being admitted as a Member or in any other circumstances prescribed in the terms of membership that are applicable to the Member, unless the Board resolves otherwise.

13.2. Any Member ceasing to be a Member:

- a) is not entitled to any refund, in full or part, of any membership or other fees paid, and
- b) will not be readmitted as a Member until all unpaid fees outstanding at the time they ceased to be a Member are paid, including any interest or other charges levied on any outstanding fees.

13.3. Upon ceasing to be a Member, the date on which the Member ceased to be a Member will be recorded in the register of Members.

13.4. Any Member ceasing to be a Member remains liable for any fees owing by that Member to the Company and, if the Company is wound up within one year of the date the Member ceases to be a Member, the guarantee under these Articles.

14. Suspending or Expelling a Member

14.1. The Board may take disciplinary action against a Member who in the opinion of the Board:

- a) has failed to comply with these Articles or any By-laws,
- b) has failed to comply with any Code of Conduct,
- c) refuses to support the Object,
- d) acts in a manner prejudicial to the interests of the Company, or
- e) acts in a manner that the Board considers it as undesirable for the Member to continue to be a Member.

14.2. The Board may establish By-laws to address the procedures and rules relating to the disciplining of Members and any appeals process.

- 14.3. Procedural fairness must be applied to any By-laws relating to the disciplining of Members and any appeals process. This includes ensuring that the Member:
 - a) is informed of the grounds upon which the disciplinary action is proposed to be taken, and
 - b) has been given an opportunity to be heard in relation to the matter.
- 14.4. The penalties that may be imposed by the Board include, but are not limited to:
 - a) suspension of the membership rights of the Member for a specified period, or
 - b) expulsion of the Member from the Company.

PART C — GENERAL MEETINGS

15. Calling a General Meeting

- 15.1. The Board may, whenever it thinks fit, call a General Meeting, including any Annual General Meeting or Special General Meeting.
- 15.2. The time, place of, and the virtual meeting technology to be used, if any, at, the General Meeting is to be determined by the Board.
- 15.3. An Annual General Meeting shall be held each year and may be held within six months after the end of the financial year.
- 15.4. A General Meeting may be held at one or more venues, or wholly or partly online or virtually, using any virtual meeting technology that provides the Members as a whole with a reasonable opportunity to participate, including the ability to hear and be heard.
- 15.5. A Member who participates in a General Meeting using the virtual meeting technology prescribed by the Board is taken to be present in person at the General Meeting and, if the Member votes at the meeting using the virtual meeting technology prescribed, is taken to have voted.
- 15.6. A virtual General Meeting and a General Meeting that is partly held using technology, and partly held at a physical venue or venues, is deemed to have been held at the main physical venue of the meeting as set out in the notice of the meeting.
- 15.7. A General Meeting must be convened by the Board upon the requisition of Voting Members who hold at least 5% of the total voting rights of all Voting Members entitled to vote at a General Meeting, calculated as at the time the requisition is made.
- 15.8. A requisition for a General Meeting called by Members:
 - a) must state the general nature of the business to be dealt with at the meeting,
 - b) may include the text of a resolution that may properly be moved and is intended to be moved at the meeting,
 - c) must be signed by the Members making the request, which may include electronic signatures,

- d) must be lodged with the Secretary, and
 - e) may be in electronic form or may consist of several documents in a similar form, each signed by one or more of the Members making the request.
- 15.9. If the Board fails to give notice of a General Meeting called by Members within 21 days after the date on which the request for the General Meeting is lodged, any one or more of the Members making the request may convene a General Meeting which must be held not later than three months after that date.
- 15.10. A General Meeting called by Members must be convened as nearly as is practicable in the same manner as a General Meeting convened by the Board.
- 15.11. A resolution may properly be moved at a General Meeting convened by Members unless:
- a) if passed, it would be ineffective whether by reason of inconsistency with any enactment or the Company's Articles or otherwise,
 - b) it is defamatory of any person, or
 - c) it is frivolous or vexatious.

16. Attendance at a General Meeting

- 16.1. The Company's auditor is entitled to attend any General Meeting, and to be heard at any General Meeting which they attend on any part of the business of the meeting which concerns them as the auditor.
- 16.2. Directors may attend and speak at General Meetings, whether they are Members or not.
- 16.3. The chairperson of the General Meeting may permit persons who are not Members of the Company to attend and speak at any General Meeting.

17. Notice of a General Meeting

- 17.1. Notice of a General Meeting must be given to:
- a) each Member,
 - b) each Director, and
 - c) the auditor, if any.
- 17.2. Notice of a General Meeting must include:
- a) the time, date, place of, and, if any, the virtual meeting technology to be used to facilitate the General Meeting,
 - b) if virtual meeting technology is to be used to hold the General Meeting, sufficient information to allow the Members to participate in the General Meeting by means of the virtual meeting technology,
 - c) a statement that Members may appoint a proxy, and

- d) if applicable, that a Special Resolution is to be proposed at the General Meeting and the words of the proposed Special Resolution.
- 17.3. Notice of an Annual General Meeting shall be given at least 21 days before the date fixed for the holding of the Annual General Meeting.
- 17.4. In the case of any other General Meeting, notice of the General Meeting shall be given at least 14 days before the date fixed for the holding of the General Meeting.
- 17.5. A General Meeting may be convened on shorter notice if Voting Members holding at least 90% of the total voting rights of all Voting Members entitled to vote consent to the shorter notice prior to the General Meeting.
- 17.6. Notice of a General Meeting must not be provided less than 28 days before the General Meeting if it is proposed that a resolution is to be moved to:
 - a) remove a Director, or
 - b) remove or appoint an auditor.
- 17.7. The accidental failure to give notice of any General Meeting to, or the non-receipt of notice of a General Meeting by, any person entitled to receive notice will not invalidate the proceedings at or any resolution passed at the General Meeting.
- 17.8. A Member's attendance at a General Meeting waives any objection that the Member may have regarding a failure to give notice, or the giving of defective notice, of the General Meeting.

18. Business at a General Meeting

- 18.1. No business other than that specified in the notice convening a General Meeting is to be transacted at the General Meeting.
- 18.2. The business of an Annual General Meeting may include any of the following, even if not referred to in the notice of the Meeting:
 - a) the consideration of the annual financial report, Board report, directors' remuneration report, strategic report, and auditor's report, if any,
 - b) the election or announcement of Directors, if any, and
 - c) the appointment of the auditor, if any.

19. Proxies at a General Meeting

- 19.1. A Member is entitled to appoint a proxy by notice given to the Company at the address stated in the notice of General Meeting which may be an electronic address at least 48 hours before the time of the General Meeting in respect of which the proxy is appointed, provided however, where a poll is taken 48 hours after it is demanded, the proxy must be submitted 24 hours before the taking of the poll.
- 19.2. The Board may prescribe a form of proxy however a proxy will be valid provided the instrument purporting to appoint a proxy:
 - a) is in writing,

- b) contains the Member's name and address, the Company's name and the proxy holder's name or the office held by the proxy holder,
 - c) contains the details of the meeting at which the appointment may be used, and
 - d) contains the details as to how the proxy holder is to vote on the matters before the General Meeting.
- 19.3. In the event of a Member not nominating a particular person as proxy holder on the proxy form, the proxy is to be exercised by the chairperson of the General Meeting.
- 19.4. Unless the Company receives written notice before the start or resumption of a General Meeting at which a proxy holder votes, a vote cast by the proxy holder is valid even if, before the proxy holder votes, the appointing Member:
- a) revokes the proxy holder's appointment, or
 - b) revokes the authority of a representative or agent who appointed the proxy holder.
- 19.5. A proxy holder need not be a Representative.
- 19.6. A proxy holder does not have the authority to speak and vote for a Member at a General Meeting while the Member is at the General Meeting.

20. Quorum at a General Meeting

- 20.1. A quorum for a General Meeting is 24 Voting Members present and entitled to vote in person either by proxy or by Representative.
- 20.2. No business may be conducted at a General Meeting if a quorum is not present.
- 20.3. If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
- a) if convened by or on the requisition of Members, the General Meeting is dissolved, and
 - b) in any other case, the General Meeting stands adjourned to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the General Meeting.
- 20.4. If at the adjourned General Meeting a quorum is not present within 30 minutes from the time appointed for the General Meeting, the General Meeting will lapse.

21. Chairperson of a General Meeting

- 21.1. The Chair will preside as chairperson of each General Meeting.
- 21.2. If there is no Chair, or the Chair is not present within 15 minutes after the time appointed for the commencement of the General Meeting, or the Chair is unable or unwilling to act as chairperson of the General Meeting or of part of the General Meeting, then the following persons will preside as chairperson of the General Meeting in the order of precedence:

- a) the Vice Chair,
 - b) any other Director present who has been appointed as chairperson by the other Directors present, or
 - c) a Representative present chosen by a majority of the Voting Members present.
- 21.3. The chairperson of a General Meeting is responsible for the conduct of the General Meeting and any question arising at a General Meeting relating to the order of business, procedure or conduct of the General Meeting must be referred to the chairperson whose decision is final.
- 21.4. The chairperson of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the General Meeting:
- a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion, or resolution being considered by the General Meeting,
 - b) terminate debate or discussion at the General Meeting, and
 - c) adopt any procedures for casting or recording votes at the General Meeting whether on a show of hands or a poll.
- 21.5. The chairperson of a General Meeting may at any time during a General Meeting, adjourn the General Meeting from time to time and from place to place, but no business may be transacted at any adjourned General Meeting other than the business left unfinished at the General Meeting from which the adjournment took place.
- 21.6. When a General Meeting is adjourned for 30 days or more, notice of the adjourned General Meeting must be given as in the case of an original General Meeting.
- 21.7. The chairperson of an Annual General Meeting must allow a reasonable opportunity for the Members as a whole at the meeting to ask questions about or make comments on the management of the Company.

22. Methods of Voting at a General Meeting

- 22.1. A Member is not entitled to vote at a General Meeting unless all fees due and payable by the Member to the Company have been paid.
- 22.2. Non-Voting Members are not entitled to vote at a General Meeting.
- 22.3. Upon any motion arising at a General Meeting, a Member entitled to vote shall have one vote on a show of hands, and on a poll shall vote in accordance with the votes attributed to their fleet size.
- 22.4. Votes must be given in person either by proxy or by the Representative, or when applicable by direct vote.
- 22.5. Proxies shall have one vote on a vote by a show of hands, however provided that where the proxy is acting for more than one Member and the Members have given opposing directions on how to vote, the proxy has one vote for the resolution and one vote against the resolution.

- 22.6. On a poll or ballot, a proxy holder is entitled to one vote for each valid proxy appointment that they hold.
- 22.7. A Member entitled to vote at a General Meeting may vote by direct vote where such an option is offered by the Board. A direct vote includes a vote delivered to the Company by any means approved by the Board, which may include postal or electronic means.
- 22.8. The Board may prescribe By-laws in relation to direct voting, including specifying the form, method, and timing of giving a direct vote at a General Meeting for the vote to be valid.
- 22.9. An objection to the qualification of a Member to vote at a General Meeting:
- a) must be raised before or at the General Meeting at which the vote objected to is given or tendered, and
 - b) must be referred to the chairperson of the General Meeting whose decision on the qualification to vote is final.
- 22.10. If virtual meeting technology is used to hold a General Meeting and a document is required or permitted to be tabled at the General Meeting, the document is taken to have been tabled at the General Meeting if the document is:
- a) given to the persons entitled to attend the General Meeting, whether physically or by using virtual meeting technology, before the General Meeting, or
 - b) made accessible to the persons attending the General Meeting, whether physically or by using virtual meeting technology, during the General Meeting.

23. Decisions at a General Meeting

- 23.1. Motions arising at a General Meeting are to be decided by ordinary resolution unless otherwise required by these Articles or the Act.
- 23.2. An ordinary resolution is a resolution passed by a simple majority of the votes cast.
- 23.3. In the case of an equality of votes upon any proposed resolution, the chairperson of the General Meeting, in addition to any deliberative vote, does not have a casting vote and the proposed resolution is not passed.
- 23.4. A resolution put to the vote of a General Meeting must be decided on a show of hands unless a poll is demanded in accordance with these Articles. On a show of hands, the declaration by the chairperson of the General Meeting is conclusive evidence of the result.
- 23.5. A poll may be demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands by:
- a) the chairperson of the General Meeting,
 - b) at least five Members entitled to vote on the resolution present in person or by proxy at the General Meeting, or

- c) Members with at least 10% of the votes that may be cast on the resolution on a poll present in person or by proxy at the General Meeting.
- 23.6. Neither the chairperson of the General Meeting nor the minutes of the General Meeting need to state the number or proportion of the votes recorded in favour or against.
- 23.7. The demand for a poll at a General Meeting may be withdrawn.
- 23.8. A demand for a poll at a General Meeting does not prevent the continuation of a General Meeting for the transaction of any business other than the question on which the poll has been demanded.
- 23.9. A poll demanded at a General Meeting must be taken when and in the manner the chairperson of the General Meeting directs including in relation to how votes of Members attending by technology are to be collected.
- 23.10. A poll on the election of a chairperson of a General Meeting or on the question of an adjournment of a General Meeting must be taken immediately.

24. Members' Statement

- 24.1. Members with at least 5% of the votes that may be cast on a resolution and entitled to vote at a General Meeting may request to give a Members' Statement regarding:
 - a) a matter referred to in a proposed resolution to be dealt with at that meeting, or
 - b) any other business to be dealt with at that meeting.
- 24.2. The percentage of votes of Members is to be calculated as at midnight at the registered office of the Company before the request is given to the Company.
- 24.3. The request:
 - a) may be in hard copy form or in electronic form,
 - b) must identify the statement to be circulated,
 - c) must be authenticated by the person or persons making it, and
 - d) must be received by the Company at least one week before the General Meeting to which it relates.
- 24.4. The Company must send a copy of the Members' Statement to each Member entitled to receive notice of the General Meeting:
 - a) in the same manner as the notice of the General Meeting, and
 - b) at the same time as, or as soon as reasonably practicable after, it gives notice of the General Meeting.
- 24.5. The Company is responsible for the cost of giving Members a copy of the Members' Statement if the Members' Statement is to be sent out for an Annual General Meeting, and the request is received prior to the end of the financial year preceding the Annual General Meeting. Otherwise, the Members requesting the Members' Statement are jointly and individually liable for the expenses

reasonably incurred by the Company in giving Members a copy of the Members' Statement.

- 24.6. The Company does not need to send a copy of the Members' Statement to Members if:
- a) it is more than 1,000 words long,
 - b) the Members who proposed the Members' Statement or made the request have not paid the Company enough money to cover the cost of sending a copy of the Members' Statement to Members, or
 - c) the proposed Members' Statement does not relate to a matter that may be properly considered at a General Meeting.

25. Written Resolutions of Members

- 25.1. The Board may put a resolution to the Members to pass without a General Meeting being held.
- 25.2. The Secretary must notify the auditor, if any, as soon as possible that a resolution has or will be put to Members and set out the wording of the resolution.
- 25.3. The Company cannot pass resolutions for the matters below without holding a General Meeting:
- a) for a resolution to remove an auditor or remove a director,
 - b) for passing a special resolution, or
 - c) where the Act or these Articles require a General Meeting to be held.
- 25.4. A resolution is passed if a simple majority of the Members entitled to vote on the resolution sign or agree to the resolution, unless a 75% majority is required under the Act.
- 25.5. Members may sign:
- a) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - b) separate copies of that document, provided that the wording is the same in each copy.
- 25.6. The Company may send a resolution by email to Members and Members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

26. Cancellation or Postponement of a General Meeting

- 26.1. The Board may cancel, postpone, or change the venue of a General Meeting at any time prior to the meeting except in the case of a General Meeting called upon by the requisition of Members.
- 26.2. The Board must give notice of the postponement, cancellation or change of venue of a General Meeting to all persons entitled to receive notices of a General Meeting.

27. Board Composition

- 27.1. The Board will comprise up to sixteen Directors:
- a) up to nine Directors elected by the Voting Members who will be Elected Directors,
 - b) up to four Directors who are the Chair of a Sector Committee and are appointed ex officio, subject to their consent, and
 - c) up to three Directors appointed by the Board who will be Appointed Directors.
- 27.2. Where the office of a Director becomes vacant, the continuing Directors may continue to act except where the number of Directors is reduced to fewer than three Directors, in which case the continuing Directors may act only:
- a) to appoint Directors for the object of increasing the number of Elected Directors to three or higher,
 - b) to convene a General Meeting, or
 - c) in an emergency.

28. Terms of Office for Directors

- 28.1. A term of an Elected Director is approximately three years from the close of the Annual General Meeting at which their election is declared or announced until the close of the third following Annual General Meeting.
- 28.2. An Elected Director may, if eligible, stand for re-election.
- 28.3. Of the nine Elected Directors:
- a) Up to three Elected Director positions are to be elected every first year of a three-year cycle for a three-year term,
 - b) Up to three Elected Director positions are to be elected every second year of a three-year cycle for a three-year term, and
 - c) Up to three Elected Director positions are to be elected every third year of a three-year cycle for a three-year term.
- 28.4. If a casual vacancy in the position of an Elected Director occurs, the Board may appoint an eligible individual to fill the vacancy until the expiration of the remainder of the predecessor's term.
- 28.5. An Appointed Director is to serve a term of up to three years as determined by the Board and may, if eligible, be reappointed as Appointed Director at the discretion of the Board.
- 28.6. If a casual vacancy in the position of an Appointed Director occurs, the Board may appoint a new Appointed Director for a term of up to three years as determined by the Board.

29. Term Limits of Directors

- 29.1. The **Maximum Continuous Period** that a Director may serve is as follows:

- a) an Elected Director may serve up to three consecutive terms, and
 - b) no Director may serve more than nine consecutive years in any Director role.
- 29.2. For the avoidance of doubt, an individual may not commence a term if, by holding office for the duration of that term, they would exceed the Maximum Continuous Period.
- 29.3. A person who has held office as a Director for the Maximum Continuous Period is eligible for re-election or reappointment after a period of one term from the date that the person last held office as a Director.
- 29.4. The Maximum Continuous Period does not include any period of a Director's appointment to fill a casual vacancy of an Elected Director.

30. Eligibility of Directors

- 30.1. A person is eligible for election or appointment as a Director if they:
- a) are over the age of 18 years,
 - b) provide their signed consent to act as a Director,
 - c) are not ineligible to be a Director under law, and
 - d) are not an employee of the Company.
- 30.2. Directors must satisfy the composition requirements set in the By-laws and implemented by the Nominations Committee.
- 30.3. An Elected Director must be a Representative, owner, officer, employee, or contractor of a Voting Member.
- 30.4. A Director who has been subject to a cessation event under clause 34 shall not be eligible for election at the next following Annual General Meeting.

31. Appointment of Appointed Directors

- 31.1. The Board may appoint up to three Appointed Directors.
- 31.2. An Appointed Director may be but does not need to be an owner, officer, employee, or contractor of a Voting Member.
- 31.3. An Appointed Director shall have the experience, perspectives, capabilities, or skills as the Board considers desirable.

32. Nominations Committee

- 32.1. The Board will establish terms of reference for a committee of the Board to be called the Nominations Committee.
- 32.2. The Nominations Committee will:
- a) identify, consider, and approve candidates for election as an Elected Directors including composition requirements, and
 - b) perform any other functions and responsibilities as prescribed in these Articles or as determined by the Board from time to time and set out in the terms of reference.

33. Election of Elected Directors

- 33.1. Elections are to be held prior to the Annual General Meeting in accordance with any By-laws.
- 33.2. Prior to an Annual General Meeting, the Board or delegated person will:
 - a) give notice to the eligible Voting Members of the number of vacancies that may be filled, and
 - b) invite nomination of candidates for election as Elected Directors from the eligible Voting Members.
- 33.3. When nominations for election as Elected Directors are called, details of the desired capabilities and perspectives of Elected Directors and an indication of the roles of positions may be provided by the Board to the Members as a guide to Members.
- 33.4. Nominations must be:
 - a) in writing on the form prescribed by the Board,
 - b) signed or authorised by the candidate expressing their consent to serve as an Elected Director, and
 - c) lodged with the Secretary by the prescribed time.
- 33.5. Only those candidates who satisfy the eligibility and nomination requirements may stand for election as an Elected Director.
- 33.6. If the number of valid nominations of eligible candidates for election as Elected Directors is greater than the number of vacant Elected Director positions to be filled, a ballot must be held prior to the Annual General Meeting, which may be an electronic ballot as determined by the Board.
- 33.7. Each Voting Member that is entitled to vote may vote in the ballot.
- 33.8. Results of the ballot for an election of Elected Directors are to be announced prior to or at the Annual General Meeting.
- 33.9. If the number of valid nominations of eligible candidates received for election as Elected Directors is equal to or less than the number of vacant Elected Director positions to be filled, then the candidates nominated are to be declared elected at the Annual General Meeting following the close of nominations without the need for a ballot.
- 33.10. Any unfilled positions for election as Elected Directors because of insufficient nominations are to be deemed as casual vacancies.

34. Ceasing to be a Director

- 34.1. In addition to any other way a Director vacates office under these Articles, a Director ceases to be a Director if they:
 - a) are subject to any of the circumstances prescribed by the Act resulting in the ending or vacating of the position of Director,
 - b) become bankrupt or make any arrangement or composition with their creditors generally, unless, subject to the Act, the Board resolves otherwise,

- c) are in the written opinion of a registered medical practitioner who is treating that Director, physically or mentally incapable of acting as a Director and may remain so for more than three months and this opinion has been declared to the Company,
- d) resign by written notice to the Chair or the Secretary,
- e) die,
- f) are absent from three consecutive Board meetings without leave of absence approved by the Board,
- g) are absent from 50% of Board meetings by the conclusion of their second year in a term,
- h) fail to disclose a material personal interest in breach of the law unless at its next meeting the Board resolves otherwise,
- i) are removed from the position of Director by the Members in accordance with clause 35,
- j) become a paid employee of the Company,
- k) are found guilty by a tribunal, industrial commission, court of competent jurisdiction or other similar authority of engaging in discriminatory conduct or harassment towards employees of the Company or other Members or their employees,
- l) are convicted of an offence involving fraud or dishonesty for which the minimum penalty is imprisonment for at least three months,
- m) are an Elected Director and cease to be a Representative, owner, employee, or contractor of the Voting Member unless the Board resolves otherwise, or
- n) are an Elected Director and the Full Member of whom they are a Representative, owner, employee, or contractor of ceases to be a Voting Member of the Company unless the Board resolves otherwise.

35. Removing a Director

- 35.1. The Voting Members may by ordinary resolution at a General Meeting remove a Director from their position as Director before the expiration of the Director's term of office.
- 35.2. A Director in respect of whom removal is proposed shall be entitled to:
 - a) a copy of the notice convening the General Meeting at which the proposed removal of the Director is to be considered, such notice to be provided concurrently with its dispatch to the Members,
 - b) be heard on the resolution at the General Meeting, and
 - c) submit written representations to be sent to Members, provided that the submission is of a reasonable length and submitted within a reasonable time.

36. No Alternate Directors

36.1. Directors are not entitled to appoint alternate directors.

37. Office Bearers

37.1. The Board will elect from amongst the Directors the following Office Bearers:

- a) a Chair, and
- b) a Vice Chair.

37.2. The Office Bearers shall be appointed in accordance with the following:

- a) the Board will appoint the Vice Chair from amongst the Directors at the first Board meeting after every second Annual General Meeting or at any time after a vacancy in the position of a Vice Chair arises,
- b) the Director appointed as Vice Chair will hold office as Vice Chair for a term of two years,
- c) subject to Board approval, upon expiry of their term as Vice Chair, the Director holding the position of Vice Chair will take office as the Chair for a term of two years.

37.3. No Director may hold office as Chair or Vice Chair for more than two years in each role, provided however that the Board may approve an extension of up to one additional year in either role in extenuating circumstances.

37.4. A Director who has served two years in each role may be eligible for reappointment after a period of two years from the date that the person last held office as an Office Bearer.

37.5. The Office Bearers have such powers and duties as specified in these Articles, as required by law, and as determined by the Board.

37.6. The Officer Bearers are not to hold office beyond their retirement or removal from the Board as a Director.

37.7. Where a casual vacancy in the role of an Office Bearer arises, the Board may fill the vacancy for the remainder of the term from amongst the Directors.

38. Powers of the Board

38.1. The powers of the Board are to:

- a) govern the affairs of the Company,
- b) exercise all the functions as may be exercised by the Company other than those functions that are required by these Articles or the Act to be exercised by a General Meeting, and
- c) perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of the Company.

38.2. The Board may delegate in writing any of its powers to:

- a) a committee,
- b) a Director,

- c) an employee of the Company, or
 - d) any other person,
- and may revoke that delegation.

38.3. The delegate must exercise the powers delegated in accordance with any directions, terms, and conditions as set by the Board.

39. By-Laws

39.1. The Board may make, amend, or repeal such By-laws as it determines are appropriate for the object of giving effect to any provision of these Articles or to govern the procedures and activities of the Company.

39.2. Any By-laws:

- a) must be consistent with the provisions in these Articles, and
- b) when in force, are binding on all Members.

40. Duties of Directors

40.1. The Directors must comply with their duties as Directors under legislation and common law which includes the duty:

- a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Company,
- b) to act in good faith in the best interests of the Company and to further the Object of the Company,
- c) not to misuse their position as a Director,
- d) not to misuse information they gain in their role as a Director,
- e) to maintain the confidentiality of information received in their role as a Director,
- f) to act in the best interests of the Company,
- g) to disclose any material personal interest in a matter that relates to the affairs of the Company,
- h) to disclose any conflict of interest which may prevent them from properly fulfilling their duties as a Director,
- i) to ensure that the financial affairs of the Company are managed responsibly, and
- j) not to allow the Company to trade while it is insolvent.

40.2. The Board may make By-laws or adopt a policy consistent with the Act dealing with the disclosure and management of Directors' conflicts of interest.

41. Payments to Directors

41.1. Directors are entitled to:

- a) be reimbursed for reasonable expenses properly incurred by the Director in connection with the affairs of the Company, and

- b) be paid for any work they do for the Company, other than as a Director, if the amount is no more than a reasonable fee for the work done.

41.2. Directors are not entitled to be paid fees for being a Director.

42. Board Meetings

- 42.1. The Board may meet, including by technological means, for the dispatch of business, and adjourn and otherwise regulate its meetings as it thinks fit.
- 42.2. The Chair, or any two Directors, may convene a Board meeting.
- 42.3. At a Board meeting:
 - a) the Chair or, in the Chair's absence, the Vice Chair is to preside as chairperson, or
 - b) if the Chair and the Vice Chair are absent or unwilling to act, one of the remaining Directors may be chosen by the Directors present at the Board meeting to preside as chairperson.
- 42.4. Questions arising at any Board meeting are to be decided by a simple majority of votes of those Directors present and entitled to vote.
- 42.5. Directors are to have one vote on any question at a Board meeting.
- 42.6. Directors may not assign proxies at a Board meeting.
- 42.7. In the event of an equality of votes on any question at a Board Meeting, the chairperson of the Board meeting does not have a casting vote, and the motion is not passed.
- 42.8. A Board meeting may be held using technology that allows the Directors in attendance to communicate with each other clearly and simultaneously.
- 42.9. A Director who participates in a Board meeting using technology is taken to be present at the Board meeting and, if the Director votes at the Board meeting, is taken to have voted in person.
- 42.10. The chairperson may invite third parties to attend and speak at a Board meeting as observers.

43. Notice of a Board Meeting

- 43.1. Notice of a Board meeting must be given to each Director at least seven days or such other period as may be unanimously agreed upon by the Directors before the time appointed for the holding of the Board meeting.
- 43.2. Notice of a Board meeting must be given by such means as agreed by the Directors.
- 43.3. In cases of urgency, a Board meeting can be held without the usual notice provided that as much notice as practicable is given to each Director by the quickest means practicable.
- 43.4. Non-receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the Board meeting.

44. Quorum at a Board Meeting

- 44.1. To transact business at a Board meeting, a quorum of Directors is required during the time in which the business is dealt with at the Board meeting.
- 44.2. The quorum for a Board meeting is a majority of the Directors currently in office.

45. Decisions of the Board without a Board Meeting

- 45.1. The Board may pass a Board resolution without a Board meeting being held. The passing of such resolutions:
 - a) requires a majority of Directors assenting to the resolution within the time specified,
 - b) may be through the use of technology, and
 - c) must comply with any policies and procedures regarding the passing of Board resolutions as determined by the Board.
- 45.2. The Board must keep a written record of every unanimous or majority decision taken by the Board for at least 10 years from the date of the decision recorded.

46. Validity of Acts of Directors

- 46.1. All acts done at any Board meeting or by any individual acting as a Director are valid even if it is later discovered that there was a defect in the appointment of a person as a Director or the person not being entitled to vote.

PART E — ADMINISTRATIVE MATTERS

47. Secretary

- 47.1. The Board shall appoint at least one Secretary who holds the requisite qualifications under the Act.
- 47.2. The Secretary must provide written consent to act as the Secretary prior to appointment.
- 47.3. The Secretary holds office on such terms and conditions as the Board determines.
- 47.4. The Board may remove any Secretary, subject to the terms of any contract and the law.
- 47.5. The Secretary has such powers and duties as specified in these Articles, the Act, and as determined by the Board.
- 47.6. The Secretary may delegate any of its powers or duties, but still holds ultimate responsibility.

48. Minutes

- 48.1. The Company must keep minutes of:
 - a) proceedings and resolutions of General Meetings,
 - b) resolutions passed by the Members without a meeting,
 - c) proceedings and resolutions of Board meetings,

- d) proceedings of meetings of committees with delegated authority, and
 - e) resolutions passed by the Board without a meeting.
- 48.2. The Company must ensure that the minutes of a meeting are signed within a reasonable time after the meeting which is usually within one month by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next meeting.
- 48.3. The minutes shall be maintained for a minimum of 10 years from the date of the resolution, meeting or decision as appropriate.

49. Service of Notices

- 49.1. A notice may be given by the Company to a Member by:
- a) serving it on the Member personally,
 - b) sending it by post to the Member's address as shown in the register of Members,
 - c) sending it to an electronic contact address such as an e-mail address, that the Member has supplied to the Company or to an address which the Member has contacted the Company in the past, or
 - d) making a copy of it accessible electronically and advising the Member of its availability via the electronic contact address.
- 49.2. A notice may be given by the Member to the Company by:
- a) sending it by post to the Company's registered address, or
 - b) sending it to an electronic contact address such as an e-mail address, that the Company has supplied to the Member for the purpose of receiving notices.
- 49.3. Where a notice is sent by post, service of the notice is to take effect three days after it is posted.
- 49.4. Where a notice is sent by email or by other electronic means, service of the notice is taken to be issued and effective on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

50. Accounts and Audit

- 50.1. The Company must make and keep written financial records that:
- a) correctly record and explain its transactions and financial position and performance, and
 - b) enable true and fair financial statements to be prepared and to be audited if required.
- 50.2. The Company must send a copy of its annual accounts, strategic report (if any), directors' remuneration report (if any), directors' report, and the auditor's report on those accounts for each financial year to:
- a) every Member, and

- b) every person who is entitled to receive notice of General Meetings.

51. Custody and Inspection of Records

- 51.1. A Member other than a Director does not have the right to inspect any books, records, or documents of the Company except as provided by law or authorised by the Board.

52. Common Seal

- 52.1. The common seal of the Company, if any, must not be used without the express authority of the Board.
- 52.2. The affixing of the common seal of the Company must be witnessed by any two Directors.
- 52.3. Documents may be executed without the common seal if signed by authorised signatories.

53. Indemnity of Directors

- 53.1. The Company indemnifies each officer of the Company out of the assets of the Company, to the relevant extent, against all losses and liabilities including costs, expenses and charges incurred by that person as an officer of the Company.
- 53.2. 'Officer' means a Director or Secretary and includes a Director or Secretary after they have ceased to hold that office.
- 53.3. 'To the relevant extent' means:
 - a) to the extent that the Company is not precluded by law including the Act from doing so,
 - b) to the extent that the conduct of the officer did not constitute serious and wilful misconduct, and
 - c) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person including an insurer under an insurance policy.
- 53.4. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Company.
- 53.5. To the extent permitted by law, the Company may:
 - a) purchase and maintain insurance, and
 - b) pay or agree to pay a premium for an insurance,against any liability incurred by the officer as an officer including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal.

54. Changes to the Article

- 54.1. The Company may modify or repeal these Articles, or a provision of these Articles, by the Voting Members passing a Special Resolution and following the requirements of the Act.

55. Winding Up the Company

- 55.1. Voluntary dissolution of the Company may only be achieved by a Special Resolution of Voting Members and following the requirements of the Act.
- 55.2. If the Company is wound up, any Surplus Assets must not be distributed to a Member or a former Member in their capacity as a Member.
- 55.3. Subject to the Act, any other applicable laws, and any court order, any Surplus Assets that remain after the Company is wound up must be distributed to one or more entities:
 - a) with objects similar to, or inclusive of, the Object, or
 - b) to another body, the objects of which are the promotion of charity and anything incidental or conducive thereto.
- 55.4. The decision as to the body to be given the Surplus Assets must be made by a Special Resolution of Voting Members at or before the time of winding up.
- 55.5. If the Voting Members do not make this decision, the Company may apply to a court to make this decision.

56. Transitional Arrangements

Upon these Articles becoming effective:

56.1. Transition – Membership

- a) Any Member on the register of Members at the time of adoption of these Articles with voting rights will be classified as a Voting Member.
- b) Any Member listed on the register of Members at the time of adoption of these Articles without voting rights will be classified as a Non-Voting Member.

56.2. Transition - Board of Directors

- a) The Directors in office by virtue of their position as Chair of a Sector Subcommittee will continue to hold office and shall not be subject to clause c).
- b) The Directors holding the position of Chair and Vice Chair will continue as Chair and Vice Chair for the remainder of their terms pursuant to the articles that these Articles replace.
- c) The elected Directors in office will continue as initial Elected Directors and may serve out the remainder of their terms pursuant to the articles that these Articles replace and shall retire in accordance with clauses (d) to (f) below.
- d) In conjunction with the 2027 Annual General Meeting, elections will be held in accordance with the following:
 - i. One-third (rounded up to the nearest whole number) of the initial Elected Directors shall retire.
 - ii. Retiring Directors may nominate for re-election, if eligible.
 - iii. Elections will be held for three Elected Director positions.

- e) In conjunction with the 2028 Annual General Meeting, elections will be held in accordance with the following:
 - i. One-half (rounded up to the nearest whole number) of the remaining initial Elected Directors shall retire.
 - ii. Retiring Directors may nominate for re-election, if eligible.
 - iii. Elections will be held for three Elected Director positions.
- f) In conjunction with the 2029 Annual General Meeting, elections will be held in accordance with the following:
 - i. The remaining initial Elected Directors shall retire.
 - ii. Retiring Directors may nominate for re-election, if eligible.
 - iii. Elections will be held for three Elected Director positions.
- g) The Board will seek volunteers from the initial Elected Directors to agree which of them is to retire at the 2027, 2028 and 2029 Annual General Meetings respectively but, if they cannot agree, lots will be drawn to determine which initial Elected Directors will retire at the respective Annual General Meetings.
- h) Any time served as a Director immediately prior to the adoption of these Articles will not be taken into account in determining the Maximum Continuous Period.
- i) Despite clause 27.1, the Board may appoint up to three Appointed Directors any time after this Constitution comes into effect.

56.3. Transition - Committees of the Board

- a) Any committee established under the articles that these Articles replaces will continue until otherwise dissolved or ceased by the Board.

56.4. Any question, issue or dispute relating to or arising in consequence of the adoption of this Constitution and the transitional rules shall be determined by resolution of the Board whose decision shall be final.

56.5. Deletion of these transition rules will occur when no longer applicable.

END OF ARTICLES OF ASSOCIATION