

Company Number: 8903969

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

ARTICLES OF ASSOCIATION

-of-

THE EVENTS INDUSTRY FORUM LIMITED

Incorporated

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Model Articles

1. The Model Articles as set out under The Companies Act 2006 Chapter 2 shall not apply to the company (hereafter referred to as "the Company").

Interpretation

2. In these Articles:-

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|---------------|---|
| "the Act" | means The Companies Act 2006 including any statutory modifications or any re-enactment thereof for the time being in force; |
| "AGM" | means Annual General Meeting; |
| "the Company" | means The Events Industry Forum Limited; |
| "Board" | means the Directors of the Company collectively; |
| "Chairperson" | means the person elected to preside over meetings and/or the organisation |
| "Director" | means a director of the Company; |
| "Directors" | means the board of directors of the Company; |
| "EGM" | means Extraordinary General Meeting; |

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| “Member” | means organisations that meet the criteria for membership set by the Directors and pay an annual subscription to be Members of the Events Industry Forum. Members must be trade organisations or similar that represent the interests of the UK outdoor event industry; |
| “Board Member | means a person whose name is entered into the Register of Board Members of the Company and membership shall be construed accordingly; |
| “the Administrator” | means the organisation appointed to carry out administrative duties on behalf of The Company; |
| "the Secretary" | the Director appointed by the Board to carry out the administration of the Company. |
| “outdoor events industry” | events that in the main take place in the outdoors or under cover in a non-permanent structure or on a greenfield site. The term industry includes event organisers, suppliers, contractors and other organisations that are involved in events in such locations. |
| "the Purple Guide” | the publication providing guidance for the organising and regulation of outdoor events in the UK |
| "the Seal" | means the common seal of the Company; |

Unless the context otherwise requires words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date of which these Articles become binding on the Company.

3. The Company is established for the purposes expressed in the Memorandum and Articles.

Directors

4. All Directors of the Company must be actively involved in the day-to-day business of a trade or educational body that is represented by The Company
5. All Directors of the Company are appointed in their own right on the understanding that they represent the interests of the Company and shall undertake to keep the proceedings of the Company in confidence unless agreed otherwise by a decision of the Board
6. A Director shall become a Board Member on becoming a Director.

Guarantees

7. The liability of each Board Member is limited to £1, being the amount that each Director undertakes to contribute to the assets of the Company in the event of its being wound up while he is a Board Member or within one year after he ceases to be a Board Member, for
 - a) payment of the Company's debts and liabilities contracted before he ceases to be a Board Member,
 - b) payment of the costs, charges and expenses of the winding up, and
 - c) adjustment of the rights of the contributories among themselves.

Meetings

8. The Board shall meet a minimum of twice a year with the express purpose of reviewing funding, allocating funds in accordance with the Memorandum and Articles, and conducting other appropriate business.
9. All general meetings of the Board other than the Annual General Meeting ("AGM") shall be called extraordinary general meetings ("EGM").
10. An EGM may be convened by majority vote of the Board Members.
11. All meetings, including Board meetings, AGMs and EGMs, shall be called by no less than fourteen days notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the date and the hour of the meeting, the general nature of the business and shall be given, in the manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Board in general meeting. The notice shall be given to all the Board Members. A meeting of the Board shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by a majority in the number of Board Members having a right to attend.
12. The accidental omission to give notice of a meeting to, or the non-receipt of a notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
13. Both EGMs and AGMs may be held either in person or online at the discretion of the Chairperson of the Board and/or the Company Secretary.

Proceedings at General Meetings

14. The quorum at any general meeting of the Company, or adjourned general meeting, shall be 50% of the Board or 4 Directors, whichever is the greater. Not business shall be transacted by any general meeting unless a quorum is present at the commencement of the meeting and also when that business is voted on.
15. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned and a new meeting shall be convened not earlier than one week nor later than four weeks after the date appointed for the meeting, by the

Directors, and at the adjourned meeting provided that a at least 3 Board Members are present shall constitute a quorum.

16. The Chairperson of the Board or, in their absence, the Company Secretary shall preside as chairperson of all general meetings, but if neither is present within 15 minutes of the time appointed for the meeting, or if they are unwilling to act, a Director elected by the Directors shall chair the meeting.
17. All Directors shall be entitled to attend and speak at any general meeting or EGM.
18. The Chairperson may, with the consent of any meeting at which a quorum is present (and if so directed by the meeting) adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for seven days or more, notice of the adjourned meeting shall be given as in the case of an original meeting though it shall not be necessary to give notice of the business to be transacted at any adjourned meeting.
19. At any EGM or general meeting a resolution put to the vote shall be decided by a simple majority on a show of hands.
20. Unless a poll is so demanded, a declaration by the Chairperson that a resolution has on a show of hands been carried or lost and an entry to that effect in the book containing the minutes of proceedings of the Board shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
21. The demand for a poll may be withdrawn.
22. Except as provided in Article 20, if a poll is demanded and such demand is not withdrawn it shall be taken in such manner as the Chairperson directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
23. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place, or at which the poll is demanded, shall be entitled to a second or casting vote.

Votes of Members

24. At EGM and AGM every Member organisation may appoint one representative to attend and represent it's interests, Each Member organisation shall have one vote.
25. At Board Meetings each Director shall have one vote.

Number of Directors

26. Until otherwise determined by a majority vote of the Board Members, the number of Directors shall not be subject to any maximum and the minimum number of Directors shall be two.

Powers and Duties of the Directors

27. The business of the Company shall be managed by the Directors and they may exercise all such powers as necessary to fulfil the objectives of the Company as set out in the Memorandum and Articles.

Borrowing

28. The Board shall not have the power to incur any borrowing on behalf of the Company.

Disqualification of Directors

29. A Director shall cease to hold office:-
- 29.1 if any order in bankruptcy is made against them or they make any arrangement or composition with their creditors;
 - 29.2 if, in the written opinion of a registered medical practitioner who is treating the Director, they have become physically or mentally incapable of acting as a director and may remain so for more than three months;
 - 29.3 if by notice in writing to the Company resigns their office;
 - 29.4 if they cease to be a Director by virtue of being prohibited by law from being a Director;
 - 29.5 if they are removed by ordinary resolution of the Company pursuant of the Act;
 - 29.6 if they are removed from office by the Board acting by majority;
 - 29.7 if the organisation they are actively involved with ceases to be a EIF Member;
 - 29.8 if they fail to declare an interest in any arrangement or transaction involving the Company; and
 - 29.9 if they are absent for more than two consecutive meetings of the Directors without the permission of the Directors and the Directors resolve that their office be vacated.

Election of Directors

30. Every 3 years at an AGM every Director shall retire from office and offer themselves up for re-election by the Members of EIF.

31. In the first year following adoption of these Articles, one third of the Board will offer themselves for re-election. In the second year, half the remaining original Directors will similarly offer themselves for re-election and in the third year the remaining Directors will do the same. In each case, those standing for re-election will be selected by simple draw carried out by the Chairman of the Board or the Company Secretary.
32. Following the initial 3 years from adoption of these Articles, every Director shall retire from office every three years at an AGM and offer themselves up for re-election by the Members of the Company.
33. If one of the two Directors acting as the minimum is incapacitated for whatever reason then the Company may by simple majority appoint a Director to act until such time as the incapacity ends or until a new Director is appointed by majority decision of the Members. Directors may not appoint a substitute to act on their behalf.
34. The Board may by majority vote remove any Director at any time.

Proceedings of Directors

35. The Directors may meet together to dispatch business, adjourn and otherwise regulate their meetings as they think fit.
36. All bona fide acts done by any meeting of the Directors or by any person acting as a Director shall be deemed as being valid, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Director, or that they or any of them were disqualified.
37. A resolution in writing signed by all the Directors for the time being who are duly entitled to receive notice of a meeting of Directors shall be as valid and effectual as if it had been passed at a meeting of Directors respectively duly convened and constituted. Such resolution may be either in the form of one copy of the resolution signed by all the Directors or in the form of two or more copies of the resolution bearing together but not necessarily individually the signatures of all the Directors.
38. Subject to the provisions of the Act and provided that he has disclosed to the Directors the nature and extent of any material interest of his, a Director notwithstanding his office:-
 - 38.1 may be party to, or otherwise be interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested; and
 - 38.2 shall not, by reason of his office, be accountable to the Company for any benefit which he derives from any such transaction or arrangement and no such transaction or arrangement shall be liable to be avoided on the ground of any such interest or benefit.
39. Directors may only vote on an issue in which they have a material interest with the majority agreement of the other Directors.

40. For the purposes of regulation:
- 40.1 a general notice given to the Directors that a Director is to be regarded as having an interest of the nature and extent specified in the notice in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Director has an interest in any such transaction of the nature and extent to specified; and
- 40.2 an interest of which a Director has no knowledge and of which it is unreasonable to expect him to have knowledge shall not be treated as an interest of his.

Management of the Company

42. At any Board Meeting a resolution put to the vote shall be decided by a simple majority on a show of hands and every Board Member present in person shall have one vote. A declaration by the Chairperson that a resolution has been carried or lost and an entry to that effect in the minutes of proceedings of the Board shall be conclusive evidence of fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
43. In the case of a tied vote, the Chairperson will have an additional casting vote.
44. The election of the Chairperson and Secretary will be at the discretion of Board Members by majority vote.
45. For the avoidance of doubt all Board Members must be actively involved in the outdoor event industry and with an organisation that is a Member of EIF.
46. For the avoidance of doubt Board members are obligated to act fairly and to view all matters from an industry perspective and not in relation to their own position or that of their businesses or any other organisations they may be involved with.

Secretary

47. A Director shall act as the Secretary. The Board may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

Remuneration

48. The Chairperson, the Company Secretary and Board Members may be remunerated for the time they spend on Company business and any expenses they similarly incur by agreement of the Board.
49. Any remuneration agreed by the Board will be paid on invoice within 30 days of receipt and those paid will be responsible for any tax or National Insurance that might arise from such payments.

50. An Administrator will be paid an agreed fee for providing administration services for the purple guide.

Minutes

51. The Directors and the Company shall cause minutes to be made in the electronic books provided for the purpose:-
- 51.1 of all appointments of officers made;
 - 51.2 of the names of the Directors;
 - 51.3 of the names of the Directors present at meetings of the Company;
 - 51.4 of parties present at Board meetings; and
 - 51.5 of the all proceedings and resolutions passed at all such meetings.

Accounts

52. The Directors shall comply with the requirements of the Act as to maintaining a Members' Register, keeping financial records, the audit and examination of accounts and the preparation and transmission to the Registrar of Companies of:
- a) Annual confirmation statements; and
 - b) Annual statements of account.
53. Accounting records relating to the Company must be made available for inspection by and Directors at any reasonable time during normal office hours.
54. Once a year the Secretary shall lay before the Board accounts for the period since the last preceding account

Notices

55. Any notice to be given to or by any person pursuant to the Articles shall be in writing.
56. Any notices being served on the Company shall be addressed to the chairperson or the Company Secretary either personally or by first class post addressed to such Member's last notified address as appearing in the register of Board Members or by delivering it to such address.
57. Any notice if served by dated email shall be deemed to have been served at the time of transmission or, if this time falls outside the business hours in the place of receipt, when business hours resume. In this Article 49, business hours means 9.00am to 5.00pm Monday to Friday on a day that is not a public holiday in the place of receipt, and, in proving such service, it shall be sufficient to prove that the notice was properly addressed and sent.

58. Notice of every EGM, AGM or Board Meeting shall be given in any manner hereinbefore authorised to every Board Member for the time being of the Company.

Indemnity

59. Subject to Article 53, but without prejudice to any indemnity to which a relevant officer is otherwise entitled:

(a) each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by him as a relevant officer:

(i) in the actual or purported execution and/or discharge of his duties, or in relation to them[; and]

(ii) in relation to the Company's (or any associated company's) activities as trustee of an occupational pension scheme (as defined in section 235(6) of the Act), including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the court grants him, in his capacity as a relevant officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs; and

(b) the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 52(a) and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.

60. This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Act or by any other provision of law and any such indemnity is limited accordingly.

61. The directors may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

62. In this article:

(a) companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate; and

(b) a relevant loss means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation

to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company; and (c) a relevant officer means any director or other officer or former director or other officer of the Company or an associated company (including any company which is a trustee of an occupational pension scheme (as defined by section 235(6) of the Act), but excluding in each case any person engaged by the Company (or associated company) as auditor (whether or not he is also a director or other officer), to the extent he acts in his capacity as auditor).

63. The Company shall take out Professional Indemnity Insurance

Proceedings of the Board

64. The Secretary will convene a minimum of two meetings of the Board each calendar year, on not less than 14 days notice to each Board Member. At these meetings the Board shall review the finances of the Company and consider the application of funds as set out in the Memorandum and Articles. The Board must at all times function within the following guidelines:-
- 64.1 The quorum necessary for the transaction of the business of the Board shall be 50% or a minimum of four of the Board Members.
- 64.2 Where a quorum is not possible, members of the Board may meet to discuss business but any decisions taken must be circulated and approved in writing by a quorum of Board members before they can be implemented.
- 64.3 The continuing Board members may act notwithstanding any vacancy on the Board, but if and so long as their number shall be below the quorum specified in 64.1, the Board may act only to appoint new members to the Board to fill any or all of the existing vacancies.
- 64.4 In addition, the Secretary may from time to time convene additional meetings of the Board with the agreement of the Chairperson or upon the written request of two or more members of the Board. The Secretary must give not less than 14 days notice to each member of the Board if calling such a meeting.
- 64.5 If at any meeting of the Board the Chairperson is not present within five minutes of the appointed time of the meeting, the Secretary shall act as Chair.
- 64.6 The Chairperson shall in the event of equality of votes have a second or additional casting vote.