

THE COMPANIES ACT 1985

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

- of -

D&AD **ADOPTED BY SPECIAL RESOLUTION JUNE 2006**

1 DEFINITIONS

1.1 In these Articles:-

“the Act”

means the Companies Act 1985 and any statutory modification or re-enactment thereof;

“Advertising Creative Practitioner”

shall mean anyone employed in a creative capacity within the Advertising Industry including copywriters and art directors;

“the Advertising Industry”

shall mean the industry concerned with the conception, preparation and execution of advertising material for the media and other channels of communication and “from the Advertising Industry” shall be construed accordingly;

“the Annual”

shall mean the creative work (if any) compiled each year under the direction of the Charity containing Works regarded by the Charity as being of outstanding merit and each such work;

“Appointed Trustee”

shall mean any person appointed to the Executive Committee who is not a Member;

“Associate”

shall mean any person who is defined under the following two classifications;

(i) In Book Associate

shall mean any person who is associated by credit with Work in the Annual and has paid the appropriate subscription. This will include, but is not limited to, persons employed in account management, production, account planning and personnel employed by clients.

(ii) Elected Associate meaning any person who has been elected by the Executive Committee to participate in and support the aims of the Charity and has paid the appropriate election fee and subscription

the Charity”

means the organisation, registered as a Company in England and Wales and having the Company Number 883234 under the name of D&AD, intended to be regulated by these articles;

“the Chairman”

means the Chairman of the Charity appointed by the Executive Committee to perform the duties of the Chairman of the Charity;

“the Chief Executive”

means the Chief Executive of the Charity appointed by the Executive Committee to perform the duties of the Chief Executive of the Charity;

“Creative Practitioner working in museums and galleries”

shall mean a Creative Practitioner employed by an organisation that utilises a building or buildings where objects of artistic, historical, or scientific importance and value are kept, studied, and displayed;

“Creative Practitioner working in business”

shall mean any Creative working as a practitioner within any business other than that contained within the Advertising, Design and Other Creative Industries. For the purpose of this definition this shall include, but not be limited to, practitioners employed in commercial, not for profit, and governmental organisations;

“the D&AD Education Council”

means a body of representatives of organisations from the Advertising, Design, or Other Creative Industries wishing to support the educational aims of the Charity by material contribution;

“the D&AD Enterprise Council”

means a body of representatives of commercial, business, not for profit and governmental organisations that use the services of Advertising, Design and other creative companies in the creative industries and businesses employing creatives who wish to support the professional, educational and enterprise-related aims of the Charity by material contribution;

“Design Creative Practitioner”

shall mean any person employed in a creative capacity within the Design Industry;

“the Design Industry”

shall mean the industry concerned with industrial, environmental, product, pack, store, graphic, corporate, digital or other design and “from the Design Industry” shall be construed accordingly;

“Date of Adoption”

shall mean the date upon which a resolution is passed by the Charity to adopt these Articles;

“Domiciled”

in relation to an individual shall mean living from day to day in a given country and in relation to a body corporate or unincorporated organisation shall mean having its principal place of business in a given country;

“Educational Programmes”

shall mean any course, awards scheme, project or initiative implemented by the Charity to further the education of any member of the community to promote career opportunities and continuing professional development within the Advertising, Design, Other Creative Industries, Businesses employing Creative Practitioners or Freelance Creatives or where the Charity implements an activity among the business and marketing communities in pursuit of the Charity’s mission;

“Elected Associate”

shall mean any person who has been elected by the Executive Committee to participate in and support the aims of the Charity and has paid the appropriate election fee and subscription;

“Executive Committee”

shall mean the body of persons from time to time appointed in accordance with the provisions of these Articles and having responsibility for the management of the Charity;

“Extraordinary Resolution”

shall have the same meaning as in the Act, namely - a resolution passed by a majority of not less than three quarters of such members, as being entitled so to do, vote in person or, where proxies are allowed, by proxy, at a general meeting of which notice specifying the intention to propose the resolution as an Extraordinary Resolution has been duly given;

Freelance Creative

Shall mean any Creative working as a self-employed practitioner. For the purpose of this definition this shall include, but not be limited to, freelance practitioners, consultants, or any other practitioner that is not affiliated to any single organisation;

“Honorary Members”

shall mean those Members who have served in the past as Presidents of the Charity and / or have been recipients of the President’s Award;

“In Book Associate”

shall mean any person who is associated by credit with Work in the Annual and has paid the appropriate subscription. This will include, but is not limited to, persons employed in account management, production, account planning and personnel employed by clients.

“Member”

shall mean any person whose Work has been included in the Annual and has paid the subscription described in Article 3;

“Mission”

shall mean the three principal objectives of the Charity which are to champion excellence in creativity by setting industry standards, educating and inspiring the next generation, and promoting the contribution of creativity, ideas, and innovation to business success;

“New Creative”

means a Creative whose Work has not been included in the Annual, may have been accredited through the Charity’s Educational Programmes and who has been employed for no longer than three years in the Advertising, Design or Other Communications Industries or employed as a Creative practitioner in a business or museum or gallery;

“Office”

shall mean the registered office of the Charity;

“Officer”

shall mean any person appointed by the Charity to serve as an Officer of the Charity in accordance with the provisions of Article 11;

“Ordinary Resolution”

means a resolution passed by a simple majority of those voting;

“Other Creative Industries Creative Practitioners”

shall mean a Creative employed within the Other Creative and Communications Industries, including but not limited to digital, new media, viral, interactive, integrated, branding, and direct marketing ;

“Other Creative Communication Industries”

shall mean industries, the businesses of which are beyond the definitions of ‘the Advertising Industry’ or ‘the Design Industry’, but are relevant to the aims of the Charity;

“the President”

shall mean the Member of the Executive Committee appointed from time to time by the Charity in accordance with the provisions of Article 9;

“the Secretary”

means the Secretary of the Charity or any other person appointed to perform the duties of the Secretary of the Charity;

“Special Resolution”

shall have the same meaning as in the Act, namely - a resolution passed by such a majority as is required for the passing of an Extraordinary Resolution and at a general meeting of which not less than twenty-one days notice, specifying the intention to propose the resolution as a Special Resolution, has been duly given;

“Student”

any person who is on a higher educational course connected with Design, Advertising or in Other Communications courses;

“the Treasurer”

means the Treasurer of the Charity appointed by the Executive Committee to act in an advisory role on financial matters;

“United Kingdom”

means Great Britain and Northern Ireland;

“Work”

shall mean design, advertising or other communication work attributed to a person or persons in the Annual.

- 1.2 Expressions referring to writing shall unless the contrary appears include references to handwriting, typing, printing, photography and other methods of reproducing words in visible form.
- 1.3 Unless the contrary appears words or expressions contained in these Articles shall bear the same meaning as in the Act.
- 1.4 Words importing the feminine include the masculine and vice versa, words importing the singular include the plural, and references to a “person” include corporations, non-corporate bodies and natural persons.
- 1.5 The expression “these Articles” when used herein means these Articles as from time to time amended.

2 ADMISSION TO MEMBERSHIP

- 2.1 A person who is a Member, an Honorary Member, Associate, Elected Associate, New Creative or Student at the Date of Adoption shall continue as such until this formal relationship is terminated in accordance with the provisions of these Articles.
- 2.2 A person wishing to be a Member, Associate, Elected Associate, New Creative, or Student may apply to the Charity in respect of the class of relationship for which he is

eligible. Such applications shall be in writing and in such form as the Executive Committee shall determine from time to time.

- 2.3 Applications made in accordance with sub-article 2.2 above shall be determined by the Executive Committee.
- 2.4 The Executive Committee may refuse admission to any applicant for membership at its sole discretion if in the opinion of the Executive Committee it would not be in the best interests of the Charity for that applicant to be admitted to membership.
- 2.5 Except in the case of Honorary Membership, no person shall be admitted as a Member, Associate, Elected Associate, New Creative, or Student until:-
 - 2.5.1 the Executive Committee resolve that his application is approved; and
 - 2.5.2 he has paid such election fee (if any) or subscription (if any) as has been determined in accordance with Article 3 of these Articles.

3 ELECTION AND SUBSCRIPTION FEES

- 3.1 Except in the case of Honorary Members, every Member, Associate and Elected Associate shall pay an annual subscription for the amounts which shall be determined from time to time by the Executive Committee. Every Elected Associate shall also pay an election fee upon joining the Charity for an amount which shall be determined by the Executive Committee
- 3.2 Every New Creative and Student shall pay an annual subscription upon joining for the amounts which shall be determined by the Executive Committee.
- 3.3 Honorary Members shall not be required to make any financial contribution whatsoever to the Charity, save in the case of a winding-up of the Charity
- 3.4 Appointed Trustees shall not be required to make any financial contribution whatsoever.

4 EDUCATION COUNCIL AND ENTERPRISE COUNCIL

The terms as to payment upon which an organisation shall be entitled to become and remain represented on the Education Council or Enterprise Council shall be determined in each case by agreement between that organisation and the Chief Executive on advice from the appropriate Officer of the Charity

5 TERMINATION OF MEMBERSHIP

- 5.1 The Executive Committee may terminate the membership of any Member if:-

- 5.1.1 that Member shall be two months or more in arrears with the payment of any amount due to the Charity, provided that the Member has been sent at least 28 days prior to such termination a formal demand for payment of all such arrears and the demand states that if such demand is not met within 28 days then the membership may be terminated;
 - 5.1.2 that Member shall be adjudicated bankrupt or shall go into liquidation or become insolvent;
 - 5.1.3 that Member shall be in material breach of these Articles or of any other obligation arising out of such member's membership of the Charity;
 - 5.1.4 the Executive Committee shall resolve that such member should resign and such Member does not resign within 14 days of the passing of such resolution.
- 5.2 The Executive Committee shall prior to termination inform the Member in writing of the grounds on which it is proposed to terminate his membership.
 - 5.3 A Member may terminate his membership by giving to the Secretary in writing not less than one month's notice of his intention to do so.
 - 5.4 Upon termination of his membership a member shall automatically cease to be, or to be represented by, a Member of any committee of the Charity.
 - 5.5 Upon termination of his membership, a Member shall not be entitled to recover any part of his subscription paid for the period then current and shall be liable to pay to the Charity a proportionate part of subscription unpaid at the time of termination of his membership.
 - 5.6 The provisions of Articles 5.1 to 5.5 inclusive shall also apply to Associates, Elected Associates, New Creatives, and Students

6 STATUS OF MEMBERS

- 6.1 Members shall be entitled to receive notice of, attend, speak and vote at general meetings and shall be eligible for election to any of the committees of the Charity including the Executive Committee. The names of Members shall be entered in any register of Members which the Act requires.
- 6.2 Members shall be entitled to use the initials "D&AD" after their names.
- 6.3 The President shall be entitled to use the initials "P D&AD" after his name.
- 6.4 Past Presidents shall be entitled to use the initials PP D&AD" after their names.

- 6.5 Associates, Elected Associates, New Creatives and Students shall not be entitled to receive notice, attend, speak or vote at general meetings and shall not be eligible for election to the committee of the Charity but shall be entitled to such rights and privileges as may be decided by the Executive Committee from time to time and the Executive Committee shall be entitled to grant separate rights and privileges to each such class. Their names shall not be entered in any register of members required by the Act.
- 6.6 From time to time the Executive Committee may invite no more than two New Creatives to attend and speak at meetings of the Executive Committee.

7 MEETINGS OF THE MEMBERS

- 7.1 The Executive Committee shall call an Annual General Meeting in every year at such time (within a period of not more than 15 months and not less than 9 months after the holding of the last preceding Annual General Meeting) and place as may be determined by the Executive Committee.
- 7.2 All meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
- 7.3 The Executive Committee shall call Extraordinary General Meetings at such times as it may consider appropriate.
- 7.4 An Annual General Meeting and an Extraordinary General Meeting at which it is proposed to pass a Special Resolution or a resolution appointing a person as a Member of the Executive Committee shall be called by twenty-one days' notice in writing at the least and any other general meeting by fourteen days' notice in writing at the least (exclusive in either case of the day on which the notice is served or deemed to be served and of the day on which such meeting shall be held). Provided always that a general meeting may be called by shorter notice if it is so agreed:-
- 7.4.1 in the case of an Annual General Meeting, by all the members entitled to attend and vote thereat; and
- 7.4.2 in the case of any other meeting by a majority in number of the members having a right to attend and vote being a majority together holding not less than 95% of the total voting rights at the meeting of all the members.
- 7.5 Every notice calling a general meeting shall specify the place and the day and hour of the meeting and the nature of the business to be transacted and in the case of an Annual General Meeting shall also specify the meeting as such. If any resolution is to be proposed as an Extraordinary Resolution or as a Special Resolution, the notice shall contain a statement to that effect.

- 7.6 The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 7.7 Notice of every general meeting shall be given in the manner provided in these Articles to:-
- 7.7.1 every Member;
 - 7.7.2 every person being a legal personal representative or trustee in bankruptcy of a Member where the Member but for such member's death or bankruptcy would be entitled to receive notice of the meeting;
 - 7.7.3 the Auditor of the Charity.
- 7.8 At each Annual General Meeting the Executive Committee shall lay before the Members a statement of accounts (together with the auditors' report thereon) and a report on the activities of the Charity in respect of the financial period of the Charity last ended in such form as may be required by law.

8 PROCEDURE AT GENERAL MEETINGS

8.1 Quorum

- 8.1.1 No business shall be transacted at any general meeting unless at the time when the meeting proceeds to business a quorum is present whether in person or by proxy and the quorum shall be forty Members or such lower number being greater than one as the Chairman shall in his absolute discretion deem necessary.
- 8.1.2 If within half an hour from the time appointed for the meeting of a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week, at the same time and place, or to such other day and at such other time and place as the Executive Committee shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Members present in person or by their representatives shall be a quorum.

8.2 Chairman

- 8.2.1 The Chairman shall preside as chairman of the Annual General Meeting and all other meetings of Members. In the event of the Chairman being absent from all or any of such meetings or the Chairman being unwilling to chair

any such meeting, the Chief Executive shall so preside. In the event that neither the Chairman nor the Chief Executive is able and willing to preside, the Members present shall choose another member of the Executive Committee or if no such member of the Executive Committee is present or if all members of the Executive Committee present decline to take the chair, they shall choose a Member who is present at the meeting to preside as chairman of that meeting.

8.3 **Adjournment**

- 8.3.1 The chairman of any general meeting at which a quorum is present may with the consent of that meeting (and shall 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 an adjourned meeting other than business which might properly have been transacted at the meeting had the adjournment not taken place. Whenever a meeting is adjourned for seven days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting. Otherwise, it shall not be necessary to give any such notice.

8.4 **Voting**

- 8.4.1 Only Members shall have the right to vote at meetings of the Members. No Member, nor any proxy acting on his behalf, shall be entitled to vote at any general meeting unless all monies (if any) presently payable by such Member to the Charity have been paid.

- 8.4.2 A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of, the show of hands a poll is duly demanded. Subject to the provisions of the Act, a poll may be demanded:

8.4.2.1 by the chairman of the meeting; or

8.4.2.2 by at least two Members having the right to vote at the meeting.

and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

- 8.4.3 Unless a poll is duly demanded, a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

- 8.4.4 The demand for a poll may, before the poll is taken, be withdrawn but only with the consent of the chairman of the meeting and a demand so withdrawn shall not be taken to invalidate the result of the show of hands declared before the demand is made.
- 8.4.5 A poll shall be taken as the chairman of the meeting directs and he may appoint scrutineers (who need not be Members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- 8.4.6 In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting shall be entitled to a casting vote in addition to any other vote he may have.
- 8.4.7 No poll may be demanded on the election of a chairman of the meeting or on the question of any adjournment.
- 8.4.8 No notice need to be given of a poll not taken forthwith if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven days' notice shall be given specifying the time and place at which the poll is to be taken.
- 8.4.9 On a show of hands every Member present in person shall have one vote. On a poll every Member present in person or by proxy shall have one vote.

8.5 Proxies

- 8.5.1 An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and shall be in the following form (or in a form as near therefore as circumstances allow or in any other form which is usual or which the Executive Committee may approve):-

[NAME OF THE CHARITY]

I, WE , of ,

being a member/members of the above-named Charity, hereby appoint
of ,

or failing him the chairman of the meeting as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on 20 , and at any adjournment thereof

Signed

Dated20

- 8.5.2 Where it is desired to give Members an opportunity of instructing the proxy how he shall act, the instrument appointing the proxy shall be in the following form (or in a form as near there to as circumstances allow or in any other form which is usual which the Executive Committee may approve):-

[NAME OF THE CHARITY]

I/WE, , of , a
Member/Members of the above-named Charity, hereby appoint
of

or failing him the chairman of the meeting as my/our proxy to vote in my/our name(s) and on my/our behalf at the annual/extraordinary general meeting of the Charity to be held on 20 , and at any adjournment thereof.

This form is to be used in respect of the resolutions mentioned below as follows:-

Resolution No. 1 *for/against

Resolution No. 2 *for/against

*Strike out whichever is not desired.

Unless otherwise instructed the proxy may vote as he thinks fit or abstain from voting.

Signed

Dated 20

- 8.5.3 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarily or in some other way approved by the Executive Committee shall:-

8.5.3.1 be deposited at the Office or at such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument or proxy sent out by the Charity in relation to the meeting not less than 48 hours before the time for holding the

meeting or adjourned meeting at which the person named in the instrument proposes to vote; or

8.5.3.2 in the case of a poll taken more than 48 hours after it is demanded be deposited as aforesaid after the poll has been demanded and not less than 24 hours before the time appointed for the taking of the poll; or

8.5.3.3 where the poll is not taken forthwith but is taken not more than 48 hours after it was demanded, be delivered at the meeting at which the poll was demanded to the chairman of the meeting or the Secretary or to any member of the Executive Committee;

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

8.6 A vote given or poll demanded by proxy shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Charity at the Office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting), the time appointed for taking the poll.

9 EXECUTIVE COMMITTEE

9.1 Powers, Duties and Composition

Unless otherwise determined by ordinary resolution, the number of elected members of the Executive Committee shall not exceed nineteen and not be less than thirteen Members. The total number of Members who will serve on the Executive Committee with effect from the September meeting of the Executive Committee shall be determined and approved by not less than three-quarters of the members of the Executive Committee present and voting at a meeting of the Executive Committee which has been duly convened. The maximum number of Members who may serve on the Executive Committee at any time are as follows :

Advertising Agency Creative Practitioners	5
Design Company Creative Practitioners	5
Other Creative Industries Creative Practitioners	3
Creative Practitioners working in Business	3

Creative Practitioners working in Museums and Galleries	2
Freelance Creative Practitioners	1

The Executive Committee shall manage all the affairs of the Charity and may exercise all the powers of the Charity except for those required by law or under these Articles to be exercised by a meeting of Members.

9.2 **Appointment of Agents**

The Executive Committee may by power of attorney or otherwise appoint any person or body of persons to be agents for the Charity for such purposes and with such powers as the Executive Committee shall think fit.

9.3 **Appointed Trustees**

9.3.1 No more than three Appointed Trustees may serve on the Executive Committee, one from the business, and up to two from the education communities.

9.3.2 The number of Appointed Trustees will be disregarded in determining the balance of Members or the maximum and minimum numbers of the Executive Committee described in Articles 9.1.

9.3.3 The number of Appointed Trustees will be disregarded in determining the appointment of Members described in Article 9.4.3

9.4 **Appointment and Retirement**

9.4.1 At every September meeting of the Executive Committee, save for the Deputy President, and unless otherwise provided by these Articles, the members of the Executive Committee who have served three years shall retire from office.

9.4.2 At every September meeting of the Executive Committee the Appointed Trustees of the Executive Committee who have served three years shall retire from office.

9.4.3 Subject to the provisions of the Act and these Articles, the number of members of the Executive Committee to be appointed at every Annual General Meeting shall not be less than the number sufficient to equal the total number determined by the Executive Committee in clause 9.1.

- 9.4.4 No person other than a Member or Honorary Member shall be appointed a member of the Executive Committee.
- 9.4.5 A Member shall not be eligible for election as a member of the Executive Committee unless either;
 - 9.4.5.1 not less than 14 nor more than 35 clear days before the date appointed for the meeting at which it is proposed to elect that person as a member of the Executive Committee, notice executed by two Members qualified to vote at that meeting has been given to the Charity of the intention to propose that person for appointment together with notice executed by that person of his willingness to be appointed; or
 - 9.4.5.2 he is recommended by not less than two members of the Executive Committee and has given his written consent to act as a member of the Executive Committee; or
 - 9.4.5.3 there is no other member of the Executive Committee who is representing the same operating organisation as himself or, if there is another Member, that Member is due to retire at the forthcoming September meeting of the Executive Committee, unless otherwise approved by not less than three-quarters of the members of the Executive Committee present and voting at a meeting of the Executive Committee which has been duly convened.
- 9.4.6 Not less than 7 nor more than 28 clear days before the date appointed for holding a general meeting, notice shall be given to all who are entitled to receive notice of the meeting of any person who is recommended by the members of the Executive Committee for appointment or re-appointment as a member of the Executive Committee at the meeting or in respect of whom notice has been duly given to the Charity of the intention to propose him at the meeting for appointment or re-appointment as a member of the Executive Committee.
- 9.4.7 Subject as aforesaid the Charity may appoint a Member who is willing to act as a member of the Executive Committee in the following manner:-
 - 9.4.7.1 In the event that at any general meeting there are no more candidates for the membership of the Executive Committee than there are vacancies for such membership, the Charity may by ordinary resolution appoint all or any such candidates provided that

the appointments do not offend the balance between Members described in Article 9.1.

9.4.7.2 In the event that at any general meeting there are more candidates for membership of the Executive Committee than there are vacancies upon the Executive Committee, then forthwith upon closure of the meeting the Secretary shall arrange for a ballot to be held among all Members. Upon closure of the ballot the candidates shall be divided into the sectors that they represent and then ranked in order (“the Ranking”) according to the number of votes cast for each candidate within each industry division. The vacancies on the Executive Committee shall be filled by appointing candidates according to the position at which those candidates appear in the Ranking starting with the first and working down, until the requisite number of candidates are appointed from

1. Creative practitioners in Advertising companies
2. Creative practitioners in Design companies
3. Creative practitioners in Other Creative Companies
4. Creative practitioners in business
5. Creative practitioners in museums and galleries
6. Freelance Creative practitioners

in accordance with the provisions of Article 9.1.

9.4.8 The members of the Executive Committee may appoint a Member who is willing to act to be a member of the Executive Committee, either to fill a vacancy or as an additional member of the Executive Committee, provided that the appointment does not cause the number of Members to exceed any number fixed by or in accordance with these Articles as a maximum number of members of the Executive Committee and also provided that the appointment does not offend the balance between Members described in Article 9.1. A member of the Executive Committee so appointed shall hold office only until the next following annual general meeting. If not re-appointed at the September meeting of the Executive Committee, he shall vacate office at the conclusion thereof.

9.4.9 A member of the Executive Committee who vacates office for whatever reason shall not be eligible to be re-appointed as a member of the Executive

Committee until the third following September meeting of the Executive Committee after the date on which he vacates office.

9.5 Proceedings

- 9.5.1 Subject to the Act and the provisions of these Articles, the Executive Committee may meet for the despatch of business, adjourn, and otherwise regulate its meetings as it shall think fit.
- 9.5.2 A member of the Executive Committee may, and the Secretary at the request of a member of the Executive Committee shall, call a meeting of the Executive Committee. It shall not be necessary to give notice of the meeting to a Member of the Executive Committee who is absent from the United Kingdom.
- 9.5.3 The quorum for the transaction of business by the Executive Committee shall be four members of the Executive Committee or such lower number being greater than one as the Chairman shall in his absolute discretion deem necessary.
- 9.5.4 Unless he is unwilling to do so, the Chairman shall preside at every meeting of the Executive Committee at which he is present. In the event that Chairman is not present or not willing to preside the members of the Executive Committee may appoint the Chief Executive to be Chairman of the meeting.
- 9.5.5 Unless otherwise provided by these Articles, questions arising at a meeting of the Executive Committee shall be decided by a majority of votes. The Chairman shall not vote except if there be an equality of votes in which case the Chairman shall have a casting vote.
- 9.5.6 A resolution in writing signed by or on behalf of all members of the Executive Committee entitled to receive notice of a meeting of the Executive Committee shall be as valid and effective as if it had been passed at a meeting thereof duly convened and held.
- 9.5.7 The continuing members of the Executive Committee or a sole continuing member of the Executive Committee may act notwithstanding any vacancies in their number, but if the number of members of the Executive Committee is less than the number fixed as the quorum, the continuing member(s) of the Executive Committee may act only for the purpose of filling vacancies or of calling a general meeting.

- 9.5.8 All acts done by a meeting of the Executive Committee, or by a person acting as a member of the Executive Committee shall, notwithstanding it being discovered afterwards that there was a defect in the appointment of any member of the Executive Committee or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a member of the Executive Committee and had been entitled to vote.
- 9.5.9 Save as otherwise provided by these Articles, a member of the Executive Committee shall not vote at a meeting of the Executive Committee on any resolution concerning a matter in which he has, directly or indirectly, an interest or duty which is material and which conflicts or may conflict with the interests of the Charity and for the purposes of this regulation, any interest of a person who is, for any purpose of the Act, connected with a member of the Executive Committee shall be treated as an interest of the member of the Executive Committee.
- 9.5.10 A member of the Executive Committee shall not be counted in the quorum present at a meeting in relation to a resolution on which he is not entitled to vote.
- 9.5.11 The Charity may by ordinary resolution suspend or relax to any extent, either generally or in respect of any particular matter, any provision of these Articles prohibiting a member of the Executive Committee from voting at a meeting of the Executive Committee.
- 9.5.12 If a question arises at a meeting of the Executive Committee as to the right of a member of the Executive Committee to vote, the question may, before the conclusion of the meeting be referred to the Chairman and his ruling in relating to any member of the Executive Committee other than himself shall be final and conclusive.

9.6 Vacation of Office

A member of the Executive Committee shall vacate office if that person:

- 9.6.1 ceases to be a member of the Executive Committee by virtue of any provision of the Act or becomes prohibited by law from being a member of the Executive Committee; or
- 9.6.2 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

- 9.6.3 is, or maybe, suffering from mental disorder and either:-
- 9.6.4 is admitted to hospital in pursuance of an application for admission for treatment under the Mental Health Act 1983 (or, in Scotland, an application for admission under the Mental Health (Scotland) Act (1960); or
- 9.6.5 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) to matters concerning mental disorder for the detention or for the appointment of a receiver, curator bonis or other person to exercise powers with respect to that member's property or affairs; or
- 9.6.6 resigns as a member of the Executive Committee by written notice to the Charity; or
- 9.6.7 shall have been absent from 3 consecutive Executive Committee meetings and the Executive Committee resolve that such member's office be vacated; or
- 9.6.8 ceases to qualify as a Member or Honorary Member; or
- 9.6.9 becomes a representative of an operating organisation already represented by another member of the Executive Committee unless the continuation of his membership is approved by not less than three-quarters of the members of the Executive Committee present and voting at a meeting of the Executive Committee which has been duly convened.

9.7 **Expenses**

No member of the Executive Committee shall receive any remuneration for his services in the capacity of member of the Executive Committee save that each member of the Executive Committee shall be entitled to be paid all reasonable travelling, hotel and other expenses properly incurred by him in connection with his duties as a member of the Executive Committee.

10 **PRESIDENT AND DEPUTY PRESIDENT**

- 10.1 As soon as possible after each election of members of the Executive Committee has been concluded, the Secretary shall determine the names of those members of the Executive Committee who are in accordance with sub-article 10.2 eligible for appointment as Deputy President.
- 10.2 Eligibility for appointment as Deputy President shall be determined as follows:-

- 10.2.1 Any member of the Executive Committee (with the exception of the President, Deputy President and Appointed Trustees) who holds office on the first day of July
 - 10.2.2 Any Member who has been elected to become a member of the Executive Committee at the conclusion of September meeting of the Executive Committee; and
 - 10.2.3 The Presidency will normally alternate from year to year between members of the Executive Committee who are Creative practitioners from Advertising, from Design, from Other Creative Industries, and from Creative practitioners in business and in museums and galleries. From time to time a Freelance Creative may be elected where the Executive Committee deems it appropriate. The choice of the alternate Creative from year to year shall be determined and approved by not less than three-quarters of the members of the Executive Committee present and voting at a meeting of the Executive Committee which has been duly convened.
 - 10.2.4 The eligibility of appointment of a member for Deputy President must be approved by not less than three-quarters of the members of the Executive Committee present and voting at a meeting of the Executive Committee which has been duly convened, if that member will have already served more than three years on the Executive Committee on his appointment as Deputy President.
- 10.3 Upon determination of the names of the eligible Members in accordance with the provisions of this Article 9.1 the Secretary shall arrange for a ballot to be held forthwith among all Members. The result of the ballot shall be determined as soon as reasonably practicable and the member of the Executive Committee chosen shall be the Deputy President.
- 10.4 The President shall vacate office:
- 10.4.1 At the end of the September meeting of the Executive Committee, save that the President shall not vacate office in such a situation if he did not become President at or immediately following the preceding September meeting of the Executive Committee; or
 - 10.4.2 If a resolution is passed by not less than three quarters of the members of the Executive Committee present at a duly convened meeting of the Executive Committee, that he should retire; or
 - 10.4.3 If he ceases to be a member of the Executive Committee; or

- 10.4.4 If he retires by giving one month's notice in writing of such intention to the Secretary.
- 10.5 Upon the President vacating office, the Deputy President (if any) shall become President whether or not the Deputy President shall have served three years as a member of the Executive Committee. In the event that there is at any such time no Deputy President, the members of the Executive Committee shall choose one of their number (with the exception of Appointed Trustees) as acting President and the person so chosen shall discharge the functions of the President until a Deputy President has been chosen whereupon that Deputy President shall immediately take over as President.
- 10.6 The Deputy President shall vacate office:-
- 10.6.1 Upon becoming President; or
- 10.6.2 In like circumstances as are described in sub-articles 9.4.2 to 9.4.4 inclusive of these Articles.
- 10.7 Upon the President vacating office the Executive Committee may offer Honorary Membership to that person pursuant to the procedures described in Article 2.1.1

11 OFFICERS

- 11.1 The Executive Committee shall have the power to appoint any person whether or not a Member of the Charity to be an Officer.
- 11.2 The Officers shall be the Chairman, Chief Executive, Treasurer, the Secretary and such other Officers as shall be appointed from time to time by the Executive Committee provided that neither the office of Secretary nor the office of Treasurer may be filled by any person who is also another Officer.
- 11.3 The areas of responsibility of the Officers shall be approved by the Executive Committee and reflected in the contracts of the Officers concerned
- 11.4 The Chairman may fix the terms, including remuneration, of the Chief Executive upon which the Chief Executive shall hold office. The Chief Executive may fix the terms, including remuneration, of any other Officer other than the Chairman upon which the Officer shall hold office.
- 11.5 The Executive Committee may terminate the appointment of any Officer if such Officer commits any act in breach of such Officer's contract or otherwise notwithstanding anything in any contract between the Charity and any such Officer

but without prejudice to any claims any such Officer may have against the Charity. The Chairman may terminate the appointment of the Chief Executive if he commits any act in breach of his contract or otherwise notwithstanding anything in any contract between the Charity and the Chief Executive but without prejudice to any claims the Chief Executive may have against the Charity. The Chief Executive may terminate the appointment of any other Officer if such Officer commits any act in breach of such Officer's contract or otherwise notwithstanding anything in any contract between the Charity and any such Officer but without prejudice to any claims any such Officer may have against the Charity. Any Chairman or Chief Executive tendering resignation shall do so to the Executive Committee. Any other Officer tendering resignation shall do so to the Chief Executive.

- 11.6 In addition to the powers expressly conferred by these Articles on the Officers or any of them and notwithstanding any restriction purported to be imposed upon them by the Executive Committee the Officers of the Charity shall be entitled to attend and speak at meetings of the Members and at meetings of the Executive Committee.

12 HONORARY OFFICERS

- 12.1 At the instigation of and approval of the Chief Executive and subject to the provisions of Articles 13.2 and 13.3, the Executive Committee shall have power to confer upon a person (whether a member of the Charity or not) the status of Patron or Honorary Vice-President provided that such person has confirmed in writing his acceptance of such status.
- 12.2 An appointment as Patron or Honorary Vice-President shall continue until written notice is given by either the Executive Committee or the appointee to the other party determining such status provided that no such appointment shall last for more than 5 years unless the Executive Committee resolve that it be extended for a further like period.
- 12.3 There shall not at any time be more than three Patrons or twelve Honorary Vice Presidents.
- 12.4 No Patron or Honorary Vice-President shall receive any remuneration for his services in such capacity.

13 AUDITORS

- 13.1 The Members shall at each Annual General Meeting elect the auditors of the Charity who shall (unless otherwise determined) hold office until the conclusion of the next following Annual General Meeting.

14 ACCOUNTS

- 14.1 The Executive Committee shall cause proper books of account to be kept for the Charity at the Office or such other place as the Executive Committee think fit and such books shall always be open to inspection by the Officers and by members of the Executive Committee.
- 14.2 No Member shall (as such) have any right of inspecting any accounting records or other book or document of the Company except as conferred by statute or authorised by the Executive Committee or by ordinary resolution of the Company. No Associate, New Creative or Student shall have any such right whatsoever.
- 14.3 The Executive Committee shall from time to time cause to be prepared and to be laid before the Charity in General Meeting such income and expenditure accounts, balance sheets and reports as are required by the Act.
- 14.4 A copy of every balance sheet (including every document required by the Act to be annexed thereto) which is to be laid before the Charity in General Meeting shall be sent to every Member not less than 21 days before the date of such meeting.

15 AMENDMENT

- 15.1 These Articles and the Memorandum of Association of the Charity may at any time and from time to time be amended by the Members by Special Resolution, subject to any consents that may be required from the Charity Commission.

16 COPIES OF ARTICLES, REPORTS AND ACCOUNTS

- 16.1 A copy of these Articles shall be available to each Member on entry to membership and additional copies may be obtained by any Member on application to the Secretary on payment of such amount as may from time to time be determined by the Executive Committee.
- 16.2 A copy of the last Annual Report and accounts of the Charity may be obtained by any Member on application to the Secretary free of charge.
- 16.3 Any Member may at any time inspect the register of Members.

17 REGISTER OF MEMBERS AND AFFILIATED PERSONS

- 17.1 The Secretary shall keep a register of Members, Honorary Members, Associates, New Creatives and Students as defined in Article 1. In each register the Secretary shall enter their names, addresses and other data that the Charity is registered to hold on these subjects in accordance with the Data Protection Act 1998 and any statutory modification or re-enactment thereof.

18 MINUTES

18.1 The Executive Committee shall cause minutes to be made in books kept for the purposes of:-

18.1.1 all appointments of offices made by the Executive Committee; and

18.1.2 of all proceedings at meetings of the Charity, and of the Executive Committee, including the names of the members of the Executive Committee present at each such meeting.

19 NOTICES

19.1 Any notice or other document may be given or served by the Charity on any Member personally or by post addressed to such member at the address of such Member shown in the relevant register of members or by leaving it at the address of the Member or by electronic communication to the Member's address. A Member who does not register an address with the Charity shall not be entitled to receive any notice from the Charity.

19.2 Any notice or other document, if served or sent by post, shall be deemed to have been given or delivered when the letter containing the same is put into the post, and in proving such service or sending, it shall be sufficient to prove that the envelope containing the notice or document was properly addressed and put into the post as a prepaid letter.

19.3 If at any time by reason of the suspension or curtailment of postal services within the United Kingdom, the Charity is unable effectively to convene a general meeting by notices sent through the post a general meeting may be convened by an advertisement in at least 1 daily newspaper with an appropriate circulation which shall be published in London and such notice shall be deemed to have been duly served on all Members entitled thereto at noon on the day when the advertisement appears. In any such case the Charity shall need confirmatory copies of the notice by post if at least 7 days prior to the meeting the posting of notices to addresses throughout the United Kingdom, again become practicable.

19.4 Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given

20 INDEMNITY

20.1 Every Officer and member of the Executive Committee shall be indemnified out of the assets of the Charity against all costs, charges, expenses, losses and liabilities

which such Officer and/or member of the Executive Committee may sustain or incur in or by reason of the carrying out of their duties.

21 WINDING UP

- 21.1 The Charity shall be wound up voluntarily whenever an Extraordinary Resolution is passed requiring the Charity to be so wound up. Clause 6 of the Memorandum of Charity shall have effect as if the provisions thereof were repeated herein.