

03288938

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

SPECIAL RESOLUTION

OF

THE INSTITUTE OF SOUND AND COMMUNICATIONS ENGINEERS LIMITED

At a DIRECTORS MEETING of the above named company held on 1 May 2020, the following resolutions were passed as a SPECIAL RESOLUTION and the decision ratified by Council:

1. That in accordance with Sections 77 and 78 of the Companies Act 2006 that the name of the company be changed to

ISCVE Limited

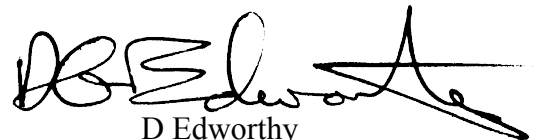
2. That the existing Articles of Association of the company be cancelled and the attached substituted.



H Goddard
DIRECTOR



P Price
DIRECTOR



D Edworthy
DIRECTOR



B Robinson
DIRECTOR



N Voce
DIRECTOR

THE COMPANIES ACT 2006

A COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

ISCVE Limited

(As adopted by a Special Resolution dated 1 May 2020)

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1 GENERAL

1.1 In these Articles, if not inconsistent with the subject or the context, the words standing in the first column of the table below shall bear the meaning set opposite to them respectively in the second column.

WORDS	MEANINGS
the Companies Act	The Companies Act 2006 including any statutory modification or re-enactment thereof for the time being in force in so far as the same applies to the Company.
the Institute	ISCVE Limited (03288938) (Institute of Sound, Communications and Visual Engineers)
the Directors	The Directors of the Institute duly appointed for the time being.
the Council	The Council of the Institute duly elected for the time being.
these Articles	These Articles of Association of the Institute.
the Office	The secretariat office of the Institute, which may or may not be the Registered Office.
Members	The Members of the Institute
the United Kingdom	Great Britain and Northern Ireland.
the Seal	The Common Seal of the Institute.
the secretariat	The person or organisation appointed as secretariat for the time being of the Institute, in accordance with these Articles.
in writing	Form on paper or by electronic communication.
Year	Calendar year.
Governing documentation	Membership Regulations and Code of Conduct, which is a mandatory condition of membership to which all members must adhere to.

1.2 The object for which the Institute is established is to promote and advance the art, science and technology within the sound, communications and visual engineering industry and its importance for the general improvement of society.

2 MEMBERS

2.1 There shall be at least nine grades of members of the Institute namely: Fellow, Companion, Member, Affiliate Members, Senior Technician, Technician, Graduate, Student and Associate. Fellow, Companion and Honorary grades shall be awarded by Council, where it is appropriate.

2.2 The Council may create, rename or disband any grades of membership as may from time to time be seen to be in the interests of the Institute.

2.3 The Council may award Honorary membership in recognition of an individual's contribution to the Institute or the industry as a whole. Such Honorary grade will be awarded in accordance with the Membership Regulations of the Institute as agreed by Council from time to time.

2.4 The Council shall maintain and publish Membership Regulations and these Regulations shall:

- (a) designate clearly grades of membership
- (b) state the requirements for membership of each grade
- (c) state the requirements for election to an Honorary grade.

2.5 No person shall become a member of the Institute unless that person has completed a membership application form approved by the Council.

2.6 No person shall be admitted to any grade of membership unless approved by the Council in accordance with these Articles and the Membership Regulations.

2.7 All new Members are required to sign a Member's declaration agreeing to all terms referenced within the Membership Regulations and Code of Conduct.

2.8 Every Member shall contribute to the Institute by advancing its aims and objectives of promotion and advancement of the art, science and technology of the industry, both in principle and practice, subject to the law, all Articles, Membership Regulations and Code of Practice.

3 TERMINATION OF MEMBERSHIP

3.1 Any member may withdraw from membership of the Institute by giving seven days' notice in writing. A resignation shall be effective from the date specified in the notice or from the date that they cease to be a member, whichever is the sooner.

3.2 Any member who resigns their membership, shall remain liable for all sums owing by them to the Institute, whether by way of subscription or otherwise and is not entitled to recover any part of their subscription which has already been received by the Institute.

3.3 Any member whose subscription is more than one month in arrears and who fails to pay such arrears within one month after a written notification has been sent to them shall cease to be a member unless the Council shall decide to take notice of special circumstances.

3.4 In the event of a resignation, membership is not transferable.

3.5 In the event of termination of membership, any other affiliation registrations associated with membership shall be cancelled.

3.6 If any member shall be convicted of an indictable offence or be adjudged bankrupt or make any composition or arrangement with their creditors under the provisions of any statute law, the Council may decide that their name shall be removed from the Register of the Institute and the Secretariat of the Institute shall advise the member of the Council's decision. The member may, if they wish, state their case before the Council in writing and the Council's decision shall then be final.

3.7 If any member represents themselves in a grade of membership that they have not been duly elected, with intent to deceive or gain advantage, it shall be deemed to be injurious to the character and interests of the Institute.

3.8 The Institute may expel a member if a member's conduct is, in the opinion of the Council, deemed as injurious to the character and interests of the Institute or render them unfit to be a member of the Institute, in accordance with these Articles and the Membership Regulations. Before a member is expelled their conduct shall be investigated by the Council.

3.9 A person's membership terminates when that person dies or ceases to exist.

4 SUBSCRIPTIONS

4.1 The annual subscription rates for members of the Institute, shall be agreed and approved by the Council from time to time.

4.2 All subscriptions shall become due and payable in line with the terms stated on the invoice.

4.3 All subscription renewals shall be payable on an annual basis, one year from the member's joining date.

5 GENERAL MEETINGS

5.1 The Institute shall hold in each year, a general meeting as its Annual General Meeting, and shall be referred to this in any notices.

5.2 No more than fifteen months shall elapse between the date of one Annual General Meeting of the Institute and that of the next.

5.3 The Directors may call a general meeting by giving fourteen days' notice and an Annual General Meeting by giving twenty-one days' notice of the meeting to the members.

5.4 Notice of any general meeting must be sent to every member and must indicate:

(a) its proposed date and time

(b) where it is to take place or

(c) whether it will be held by video-conferencing, in which case details of how to join the meeting and instructions on how to vote will be sent.

5.5 Notice of any general meeting must also be sent to the auditors for the time being of the Institute.

5.6 All general meetings other than Annual General Meetings shall be called Extraordinary General Meetings.

5.7 The Council may, whenever it thinks necessary, as provided in Section 303 of the Companies Act 2006, convene an Extraordinary General Meeting subject to at least a quorum of 25% of Council or a minimum of 4, agreeing.

6 PROCEEDINGS AT GENERAL MEETINGS

6.1 The quorum for a general meeting may be fixed from time to time by a decision of the Directors, but it must never be less than four. No business shall be transacted at any general meeting unless there is a quorum.

6.2 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned to another day, time and place as determined by Council.

6.3 The President, Vice President, Immediate Past President or Director of the Institute may chair the meeting, or if any such person is not present within fifteen minutes of the time appointed for holding the meeting, then a member present shall nominate another member to chair the meeting and this must be the first business of the meeting.

6.4 The Chair of the meeting may permit other persons who are not members of the Institute to attend and speak. However, such persons present will not have the right to vote.

6.5 At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands or other means as notified, should the meeting be held by video-conferencing.

6.6 Unless a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried either unanimously, by a particular majority, or lost, an entry to that effect in the minutes

of the proceedings of the Institute shall be conclusive evidence of the votes recorded.

6.7 A poll for a resolution may be demanded:

(a) in advance of the general meeting where it is to be put to the vote, or

(b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

(c) by the Chair of the meeting

(d) the Directors

(e) two or more persons having the right to vote on the resolution; or a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution

6.8 The demand for a poll may be withdrawn if the poll has not yet been taken and the Chair of the meeting consents to the withdrawal.

6.9 Polls must be taken immediately and in such a manner as the Chair of the meeting directs.

6.10 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.

6.11 The Honorary Officers of the Institute shall consist of a President, Vice President and an Immediate-Past President.

6.12 No person may hold more than one Honorary Office at the same time.

6.13 The Honorary Officers shall be elected by the members of the Council prior to the Annual General Meeting at which such Officers shall assume office.

6.14 The persons appointed or elected as Honorary Officers shall hold office for a period of three years on the expiry of which, they shall be eligible for re-election to any Honorary Office by the members.

6.15 At the end of the term of office as President, the person shall, if willing, take office as Immediate Past President.

6.16 At the end of the term of office as Vice President, the person shall, if willing, take office as President.

7 THE COUNCIL

7.1 The Council of the Institute shall consist of members, elected by the membership.

7.2 The Council may, if it considers fit, co-opt not more than three Members to the Council. Any Member so co-opted shall hold office only until the Annual General Meeting next following the first anniversary of the date they were co-opted and shall, at the end of that term, be eligible for election by the membership.

7.3 Council may grant up to two additional Directorship Emeritus to former Council members in recognition of exceptional service to the Institute. Such persons shall have all the privileges of a member of Council but shall not be subject to the provisions of 7.1 and 7.2.

7.4 The persons appointed as members of the Council shall be elected at Annual General Meetings and shall hold office for a period of three years and shall at the end of their period of office, be eligible for re-election to the Council

7.5 At least six weeks before the Annual General Meeting in each year, the Secretariat shall send to

each Member a notice of duly qualified persons who Council or the membership nominate as candidates for election at the Annual General Meeting.

8 THE DIRECTORS

8.1 The Directors are elected by the members and are responsible for the business and legal activities of the ISCVE.

8.2 The Directors shall be no less than four and no more than eight in number.

8.3 The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.

8.4 No such special resolution invalids anything that the Directors have done before the passing of the resolution.

8.5 Directors may delegate any of the powers that are conferred on them under the Articles;

- (a) to such person or committee
- (b) by such means (including power of attorney)
- (c) to such an extent
- (d) in relation to such matters or territories and
- (e) on such terms and conditions as they see fit.

8.5 The general rule about decision-making by the Directors is that any decision of the Directors must be a majority decision at a meeting or the Directors indicate to each other by any means, that they share a common view on a matter.

8.6 Such a decision may take the form of a resolution in writing.

8.7 A quorum for a Directors meeting is four. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

9 DISQUALIFICATION OF HONORARY OFFICER OR COUNCIL MEMBER

The office of Honorary Officer or Council member shall be vacated by the holder

- (a) if any receiving order is made against them or they make any arrangement or composition with their creditors.
- (b) if they become a patient for the purposes of the Mental Health Act 1983 or the Mental Health (Scotland) Act 2003 or any statutory amendment or re-enactment thereof, or becomes subject to an order made by a court (whether in England or not) having jurisdiction in matters of mental disorder.
- (c) if they cease to be a Member of the Institute.
- (d) if by notice in writing to the Institute they resign their office.
- (e) if they cease to be eligible in accordance with the Companies Act or other legal provision.
- (f) if they have been absent from meetings of the Council for an extended period without permission of the Council, and the Council resolve that they are deemed to have resigned.

10 PROCEEDINGS OF THE COUNCIL

10.1 The Council shall meet together from time to time, but shall in any event meet together at least once every year for conducting business, whether virtually or in person. Unless otherwise decided by the Council a quorum shall be four of whom one shall be the President, Vice President, Immediate-Past President or Director.

10.2 The President, Vice President, Immediate Past President or Director of the Institute may chair the meeting, or if any such person is not present within fifteen minutes of the time appointed for holding the meeting, then a Council member shall nominate another Council member to chair the meeting and this must be the first business of the meeting.

10.3 Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes, the Chair of the meeting shall have a second or casting vote.

11 POWERS AND DUTIES OF THE COUNCIL

11.1 The Council members are elected by the members and are responsible for the technical (learned society) activities of the Institute.

11.2 The Council can delegate any of its powers to a Committee. A Committee should consist of a Committee Chair and committee members.

11.3 The quorum for a Council meeting may be fixed from time to time by a decision of the Directors, but it must never be less than four. No business shall be transacted at any Council meeting unless there is a quorum

11.4 The Council may delegate any of its powers to working groups or other designated bodies or individuals, preferably consisting of Members as it sees fit. The Council shall nominate a member of each such body to be responsible to the Council for the organisation, efficiency and progress of the task of that body.

11.5 The Council shall hold minutes of the Council meetings which shall record;

- (a) the names of the attendees including Council members, Committee members and/or Members; and
- (b) all resolutions and proceedings of the Council meeting.

11.6 The Council shall have power to make, alter, add to or repeal rules or bye laws and shall adopt such means as they see fit to bring to the notice of members all such rules or bye laws PROVIDED THAT no rule or bye law shall be inconsistent with or shall repeal anything contained in these Articles.

12 ACCOUNTS

12.1 The Council shall cause proper books of account in accordance with the Companies Act to be kept with respect to:

- (a) all sums of money received and expended by the Institute and the matters in respect of which the receipt and expenditure takes place;
- (b) all sales and purchases of goods by the Institute; and
- (c) the assets and liabilities of the Institute.

12.2 The books of account shall be kept at the Office or at such place as the Council shall think fit and shall always be open to the inspection of the Council.

12.3 Annual Accounts, together with a copy of the auditor's report, shall be made available to the members, not less than twenty-one days before the date of the general meeting.

13 ACCOUNTANTS

Accountants shall be appointed and their fee approved at a general meeting and their duties regulated in accordance with the Companies Acts.

14 SECRETARIAT

14.1 The Secretariat shall be appointed by the Council for such time, at such remuneration and upon such conditions as it may think fit, and any Secretariat so appointed may be removed by it.

14.2 Anything required or authorised to be done by or to the Secretariat may, if the office is vacant or there is for any other reason no Secretariat capable of acting, be done by an individual nominated by the Directors.

15 THE SEAL

The company does not have a seal.

16 DISSOLUTION

The Institute shall be wound up in the event that sufficient valid notices of resignation in accordance with Article 3.1 are submitted, so that if implemented the number of remaining members would be less than two. If the Institute is wound up or dissolved and after all its debts and liabilities have been satisfied, if there remains any property it shall be paid to or distributed among the members of the Institute.