



Association of Learned and Professional Society Publishers

The Companies Act 2006

Company Limited by Guarantee and not having a Share Capital

Articles of Association

Association of Learned and Professional Society Publishers

Company number 04081634

As adopted by special resolution passed at an Extraordinary General Meeting held on June 21 2022

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Part 1 – Interpretation, liability, objects and application of income and property

1. Interpretation

1.1 Defined terms

1.1.1 In the Articles, unless the context requires otherwise—

“ALPSP” means the above-named company;

“Articles” means ALPSP’s articles of association;

“bankruptcy” includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy;

“Board of Directors” means all of the Directors of ALPSP from time to time or the Directors present at a duly convened meeting of Directors at which a quorum is present;

“CEO” means the chief executive officer of ALPSP from time to time;

“Chair” means the chair of ALPSP elected in accordance with Article 5.2.1;

“Chair-Elect” means the chair-elect of ALPSP elected in accordance with Article 5.2.2;

“chair of the meeting” has the meaning given in Article 10.7.3;

“Companies Acts” means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to ALPSP;

“Director” means a Director of ALPSP, and includes any person occupying the position of Director, by whatever name called;

“document” includes, unless otherwise specified, any document sent or supplied in electronic form;

“electronic form” and “electronic means” have the meaning given in section 1168 of the Companies Act 2006 (including any statutory modification or re-enactment thereof for the time being);

“For-Profit Organisation” means any person who has been admitted as a Member of ALPSP and is a for-profit organisation (as determined in accordance with the Rules);

“Honorary Member” means any person who has been admitted as an Honorary Member of ALPSP in accordance with Article 9.1.4 and the Rules;

“Main Committee” means a committee of ALPSP designated as a Main Committee in accordance with Article 6.4.2;

“Main Committee Chair” means a chair of any of the Main Committees elected in accordance with Article 5.2.4;

“Member” means any person who is admitted to membership in accordance with the Articles;

“Member Representative” means a representative of a Member appointed in accordance with Article 9.1.6 or 9.1.7;

“Not-for-Profit Organisation” means any person who has been admitted as a Member of ALPSP and is a not-for-profit organisation (as determined in accordance with the Rules);

“Objects” has the meaning given in Article 3;

“ordinary resolution” means a resolution agreed by a simple majority of the Members present and voting in person or through their Member Representative or by proxy at a general meeting or, in the case of a written resolution, by Members who together hold a simple majority of the voting rights in ALPSP;

“participate”, in relation to a Directors’ meeting, has the meaning given in Article 7.4;

“person” means any individual, company, firm, corporation, partnership, association, institution or trust (whether or not having a separate legal personality);

“proxy notice” has the meaning given in Article 10.10.4;

“Regular Member” means any person who has been admitted as a Regular Member of ALPSP in accordance with Articles 9.1.2 and/or 9.1.4 and the Rules;

“Retiree Member” means any person who has been admitted as a Retiree Member of ALPSP in accordance with Article 9.1.4 and the Rules;

“Rules” means any rules established by the Directors under Article 6.5;

“special resolution” means a resolution agreed by at least 75% of the Members present and voting in person or through their Member Representative or by proxy at a general meeting or, in the case of a written resolution, by Members who together hold at least 75% of the voting rights in ALPSP;

“subsidiary” has the meaning given in section 1159 of the Companies Act 2006;

“Treasurer” means the treasurer of ALPSP appointed in accordance with Article 5.2.3;

“writing” means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise; and

“year” means calendar year.

1.2 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Companies Act 2006 as in force on the date when these Articles become binding on ALPSP.

2. **Liability of members**

2.1 The liability of the Members is limited.

2.2 The liability of each Member is limited to £1, being the amount that each member undertakes to

contribute to the assets of ALPSP in the event of its being wound up while they are a member or within one year after they cease to be a member, for:

- 2.2.1 payment of ALPSP's debts and liabilities contracted before they cease to be a member;
- 2.2.2 payment of the costs, charges and expenses of winding up; and
- 2.2.3 adjustment of the rights of the contributories among themselves.

3. **Objects**

ALPSP's objects (the "Objects") are:

- (a) to take over all or any of the assets and liabilities of the non-profit-making trade organisation known as the "Association of Learned and Professional Society Publishers";
- (b) subject to such consents as may be required by law, to safeguard and advance the interests of the international community of not-for-profit publishers of academic and professional information (hereinafter called "Not-for-profit Publishers") in all matters related to publishing;
- (c) to negotiate with and make representations to appropriate organisations, associations, bodies or persons on any legislative or other matters affecting the interests of Not-for-profit Publishers in all matters relating to publishing;
- (d) to work independently and with other organisations to influence the future development of academic and professional publishing for the benefit of Not-for-profit Publishers;
- (e) to provide opportunities for information-sharing, training and development;
- (f) to assist Members to improve their skills and knowledge and prepare for the future; and
- (g) to provide information and advice to members and non-members, and such other services as ALPSP may from time to time decide.

4. **Application of income and property**

4.1 Subject to Articles 2.1, 4.2 and 15, the income and capital of ALPSP shall be applied solely towards the promotion of the Objects and no portion of it shall be paid or transferred, directly or indirectly, to the Members by way of dividend or bonus or in any other way that amounts to a distribution of profit or surplus.

4.2 Nothing in Article 4.1 shall prevent any payment in good faith by ALPSP of:

- 4.2.1 reasonably and proper remuneration to any officer, employee or Member of ALPSP in return for any services provided to ALPSP;
- 4.2.2 discounts provided to Members in respect of their purchase of goods or services provided by ALPSP;
- 4.2.3 a reasonable rate of interest on money lent to ALPSP;

- 4.2.4 reasonable rent for property let to ALPSP;
- 4.2.5 expenses to any officer, employee or Member of ALPSP; or
- 4.2.6 premiums on any indemnity insurance policy to cover any liability of any Director or officer or employee of ALPSP which may attach to them or loss or expenditure which they may incur in relation to anything done or alleged to have been done or omitted to be done as a Director, officer, employee or trustee.

Part 2 – Directors

5. Size and composition of the Board of Directors

- 5.1 There shall be a maximum of seventeen and a minimum of eight Directors on the Board of Directors.
- 5.2 Subject to Articles 5.1, 5.3 and 5.4, the Board of Directors shall consist of the following:
- 5.2.1 the Chair, elected by the Members in accordance with the process set out in the Rules;
 - 5.2.2 the Chair-Elect (if any), elected by the Members in accordance with the process set out in the Rules;
 - 5.2.3 the Treasurer, who shall be the Chair of the Finance and Governance Committee, appointed in accordance with the process set out in the Rules;
 - 5.2.4 the Main Committee Chairs, elected by the Members in accordance with the process set out in the Rules;
 - 5.2.5 up to four other Directors, elected by the Members in accordance with the process set out in the Rules;
 - 5.2.6 the CEO; and
 - 5.2.7 up to three other Directors, appointed by the Directors to ensure the appropriate balance of skills and experience on the Board of Directors, such appointments to be made in accordance with the Rules.
- 5.3 Directors may be appointed to fill a temporary vacancy, such appointments to be made in accordance with the Rules.
- 5.4 At the time of election or appointment of a Director, such person shall not be eligible for election, re-election, appointment or re-appointment if their election, re-election, appointment or re-appointment would result in the number of Directors who are employees, officers or representatives of For-Profit Organisations to exceed one third of the Board of Directors.

6. Directors' powers and responsibilities

6.1 Directors' general authority

- 6.1.1 Subject to the Articles, the Directors are responsible for the management of ALPSP's business, for which purpose they may exercise all the powers of ALPSP.

6.2 Members' reserve power

- 6.2.1 The members may, by special resolution, direct the Directors to take, or refrain from taking, specified action.
- 6.2.2 No such special resolution invalidates anything which the Directors have done before the passing of the resolution.

6.3 *Directors may delegate*

6.3.1 Subject to the Articles, the Directors may delegate any of the powers which are conferred on them under the Articles:

- (a) to such person or committee;
- (b) by such means (including by 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 think fit.

6.3.2 If the Directors so specify, any such delegation may authorise further delegation of the Directors' powers by any person to whom they are delegated.

6.3.3 The Directors may revoke any delegation in whole or part, or alter its terms and conditions.

6.4 *Committees*

6.4.1 Committees to which the Directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by Directors.

6.4.2 The Directors may from time to time designate any committee as a Main Committee in accordance with the process set out in the Rules.

6.4.3 The Directors may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

6.5 *Power to make rules*

6.5.1 The Directors have the power to make reasonable and proper rules not inconsistent with these Articles and the Act as they may deem necessary or expedient for the proper conduct and management of ALPSP on all such matters as are commonly the subject matter of company rules; provided that:

- (a) ALPSP in general meeting shall have the power to alter, add to or repeal the Rules;
- (b) the Directors shall adopt such means as they think sufficient to bring the Rules and byelaws to the notice of the Members; and
- (c) no rule or by law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

6.5.2 The Rules shall be binding on all Members.

7. **Decision-making by Directors**

7.1 *Directors to take decisions collectively*

7.1.1 Every issue may be determined by a simple majority of the votes cast at a Directors' meeting but a resolution in writing agreed by at least two-thirds of eligible Directors is as valid as a resolution passed at a meeting. For this purpose the resolution may be contained in more than one document, and will be treated as passed on the date of the last signature provided that it is within the period of 28 days beginning with the circulation date.

7.1.2 References in this Article to eligible Directors are to Directors who would have been entitled to vote on the matter had it been proposed as a resolution at a Directors' meeting.

7.1.3 A decision may not be taken in accordance with this Article if the eligible Directors would not have formed a quorum at such a meeting.

7.2 *Number of votes and casting vote*

7.2.1 Subject to Article 7.2.2, each Director has one vote.

7.2.2 If the numbers of votes for and against a proposal are equal, the Chair of ALPSP or other Director chairing the meeting has a casting vote.

7.2.3 Article 7.2.2 shall not apply if, in accordance with the Articles, the Chair or other Director chairing the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

7.3 *Calling a Directors' meeting*

7.3.1 Any Director may call a Directors' meeting by giving notice of the meeting to the Directors or by authorising the company secretary (if any) to give such notice.

7.3.2 Notice of any Directors' meeting must indicate:

- (a) its proposed date and time;
- (b) where it is to take place; and
- (c) if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

7.3.3 Notice of a Directors' meeting must be given to each Director, but need not be in writing.

7.3.4 Notice of a Directors' meeting need not be given to Directors who waive their entitlement to notice of that meeting, by giving notice to that effect to ALPSP not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

7.4 *Participation in Directors' meetings*

- 7.4.1 Directors participate in a Directors' meeting, or part of a Directors' meeting, when:
- (a) the meeting has been called and takes place in accordance with the Articles; and
 - (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 7.4.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.
- 7.4.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

7.5 *Quorum for Directors' meetings*

- 7.5.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 7.5.2 The quorum for Directors' meetings is at least one third of the number of Directors a majority of which must be Directors who are employees, officers or representatives of Not-for-Profit Organisations.
- 7.5.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision to appoint further Directors, or to call a general meeting so as to enable the members to appoint further Directors.

7.6 *Chairing of Directors' meetings*

- 7.6.1 The Chair of the Board of Directors shall chair their meetings.
- 7.6.2 If a Chair has not been elected or the Chair is not participating in a Directors' meeting within ten minutes of the time at which it was to start, the participating Directors must appoint one of themselves to chair it.

7.7 *Conflicts of interest*

- 7.7.1 A Director must declare the nature and extent of any interest, direct or indirect, which they have in a proposed transaction or arrangement with ALPSP or in any transaction or arrangement entered into by ALPSP which has not previously been declared. A Director must, if so requested by the chair of the meeting, absent themselves from any discussions of the Directors in which it is possible that a conflict will exist between their duty to act solely in the interests of ALPSP and any personal interest (including but not limited to any personal financial interest).
- 7.7.2 If a conflict of interest arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Directors may authorise such a conflict of interests where the following conditions apply:

- (a) the conflicted Director is, if so requested by the chair of the meeting, absent from any part of a meeting at which authorisation of that conflict of interests or loyalties is considered or at which there is a discussion of any arrangement or transaction affecting that other organisation or person; and
- (b) the conflicted Director does not vote or count in the quorum in respect of any resolution of the Directors authorising their conflict of interest.

7.7.3 Without prejudice to the obligation of any Director to disclose their interest in accordance with section 177 of the Act, and provided any relevant conflict of interest has been authorised in accordance with Article 7.7.2 above, a Director may attend and vote at a meeting of Directors or of a committee of Directors on any resolution concerning a matter in which they are directly or indirectly interested. The Director shall be counted in the quorum present at a meeting when any such resolution is under consideration and if they vote their vote shall be counted.

7.7.4 In this Article a conflict of interests or loyalties arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director or to a connected person.

7.7.5 Subject to Article 7.7.6, if a question arises at a meeting of Directors or of a committee of Directors as to the right of a Director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the chair of the meeting, whose ruling in relation to any Director other than the chair is to be final and conclusive.

7.7.6 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the chair of the meeting, the question is to be decided by a decision of the Directors at that meeting, for which purpose the chair of the meeting is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes.

7.8 *Records of decisions to be kept*

The Directors must ensure that ALPSP keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the Directors.

7.9 *Directors' discretion to make further rules*

Subject to the Articles, the Directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to Directors.

8. **Appointing and electing Directors**

8.1 *Methods for appointing and electing Directors*

The methods for appointing and electing Directors shall be set out in the Rules.

8.2 *People who cannot be Directors*

8.2.1 No one shall be elected or appointed as a Director if:

- (a) they are under 16 years of age; or
- (b) for all Directors except those appointed under Articles 5.2.6 or 5.2.7, they are not an employee, officer or representative of a Regular Member of ALPSP (but they need not be a Member Representative); or
- (c) save in the case of the CEO, they are an employee of ALPSP; or
- (d) Article 8.5 applies to them; or
- (e) they have not indicated in writing to ALPSP that they are willing to be appointed (which may be provided prior to or as soon as reasonably practicable following their election or appointment); or
- (f) they are not eligible for election, re-election, appointment or re-appointment pursuant to Articles 5.4, 8.4.3 or Article 8.4.5; or
- (g) they are an editor for the time being of the journal of ALPSP unless they resign (or undertake to resign) as an editor for the duration of their term in office as a Director.

8.3 Terms of office – Directors at the date of adoption of these Articles

8.3.1 The Directors in office at the date of adoption of these Articles shall serve in the following roles for the following terms (unless any of those terms is curtailed by death, resignation or removal as a Director):

- (a) Niamh O'Connor shall serve as Chair until 31st December 2022 and shall not be eligible for re-appointment or re-election as a Director unless at least one year has elapsed between the end of that term and the beginning of her next term;
- (b) Catherine Hill shall serve as Treasurer until 31st December 2022 and shall only be eligible for re-appointment or re-election as a Director if she stands for election as Chair in accordance with Article 8.3.5;
- (c) Wendy Queen shall serve as a Director (as if elected under Article 5.2.5) until 31st December 2022 and shall be eligible for re-election or re-appointment for a further consecutive three-year term in accordance with these Articles;
- (d) Deborah Dixon shall serve as a Director (as if elected under Article 5.2.5) until 31st December 2023 and shall only be eligible for re-election or re-appointment for a further term if Articles 8.4.7 or 8.4.8 apply at the time of her re-election or re-appointment;
- (e) Nadine Buckland shall serve as a Director (as if appointed under Article 5.2.5) until 31st December 2024 and shall be eligible for re-election or re-appointment for a further consecutive three-year term in accordance with these Articles;
- (f) Rodney Cookson shall serve as a Director until 31st December 2022 (as if appointed under Article 5.2.7) and shall be eligible for re-election or re-appointment for a further consecutive three-year term in accordance with these Articles;

- (g) Allison Lang shall serve as a Director (as if appointed under Article 5.2.7) until 31st December 2022 and shall be eligible for re-election or re-appointment for a further consecutive three-year term in accordance with these Articles; and
- (h) Sophia Anderton shall serve as a Director (as if appointed under Article 5.2.7) until 31st December 2024 and shall be eligible for re-election or re-appointment for a further consecutive three-year term in accordance with these Articles.

8.3.2 Each of the following persons, having consented to act, shall be appointed as Directors with effect from the date of adoption of these Articles and shall serve for the following terms (unless any of those terms is curtailed by death, resignation or removal as a Director):

- (a) Jamie Humphrey shall serve as a Main Committee Chair until 31st December 2022 and shall be eligible for re-election or re-appointment for a consecutive three-year term in accordance with these Articles;
- (b) Ove Kähler shall serve as a Main Committee Chair until 31st December 2022 and shall be eligible for re-election or re-appointment for a consecutive three-year term in accordance with these Articles;
- (c) Lou Peck shall serve as a Main Committee Chair until 31st December 2023 and shall be eligible for re-election or re-appointment for a consecutive three-year term in accordance with these Articles; and
- (d) Leslie Lansman shall serve as a Main Committee Chair until 31st December 2024 and shall be eligible for re-election or re-appointment for a consecutive three-year term in accordance with these Articles.

8.3.3 Elections for Chair-Elect shall not take place until 2024 and shall be held prior to the annual general meeting to be held in 2024. Thereafter elections for Chair-Elect shall be held every third year in accordance with the Rules.

8.3.4 Elections for Chair shall be held prior to the annual general meeting held in 2022 (in accordance with the process set out in the Rules). The Chair whose election is confirmed at the annual general meeting held in 2022 shall serve for a three-year term as Chair, unless that term be curtailed by death, resignation or removal from office and they shall not be eligible for re-election or re-appointment as a Director unless at least one year has elapsed between the end of their term as Chair and the beginning of the next term.

8.3.5 Candidates for Chair standing for election in 2022 who are already Directors need not resign from their Directorship before the relevant election takes place. If the candidate is elected as Chair, they shall, irrespective of the length of term already served as a Director, serve for a three-year term as Chair unless that term is curtailed by death, resignation or removal as a Director and they shall not be eligible for re-election or re-appointment as a Director unless at least one year has elapsed between the end of their term as Chair and the beginning of their next term.

8.4 Terms of office – general

- 8.4.1 Subject to Articles 8.3 and Articles 8.4.3 to 8.4.11, all Directors shall serve for a three-year term, unless that term be curtailed by death, resignation or removal from office, and shall be eligible for re-election or re-appointment for a further consecutive three-year term.
- 8.4.2 A year shall begin on January 1st in the year after the annual general meeting at which the Director's election was confirmed.
- 8.4.3 No Director shall be eligible for election, re-election, appointment or re-appointment if:
- (a) they have served as a Director for six consecutive years; or
 - (b) the term for which they would be elected or appointed would result in them serving as a Director in six consecutive years,
- unless at least one year has elapsed between the end of the relevant term and the beginning of the next term, or Articles 8.4.6, 8.4.7, 8.4.8 or 8.4.8 apply.
- 8.4.4 Commencing on January 1st 2025 and every relevant year thereafter, the Chair-Elect shall serve for one year from January 1st in the year after the annual general meeting in which they were elected, followed immediately by a three-year term as Chair, unless either of those terms is curtailed by death, resignation or removal as a Director.
- 8.4.5 At the end of the Chair's term as Chair, they shall not be eligible for re-election or re-appointment as a Director (and Article 8.4.8 shall not apply to them at the end of such term) unless at least one year has elapsed between the end of the relevant term and the beginning of the next term.
- 8.4.6 The CEO shall be a Director from the date of the CEO's appointment as CEO until the date on which the CEO's employment or period of service as CEO ends.
- 8.4.7 Candidates for Chair-Elect who are already Directors need not resign from their Directorship before the relevant election takes place. If the candidate is elected as Chair-Elect, they shall, irrespective of the length of term already served as a Director, serve as set out in Article 8.4.4.
- 8.4.8 Candidates for Treasurer who are already Directors need not resign from their Directorship in order to be eligible for appointment. If the candidate is appointed to Treasurer they shall, irrespective of the length of term already served as a Director, serve for a three-year term as Treasurer unless that term is curtailed by death, resignation or removal as a Director and Article 8.4.7 shall not apply to them at the end of such term.
- 8.4.9 Candidates for Main Committee Chair who are already Directors elected in accordance with Article 5.2.5 need not resign from their Directorship before the relevant election takes place. If a candidate is appointed as a Main Committee Chair, they shall, irrespective of the length of term already served as a Director, serve for a three-year term as the relevant Main Committee Chair unless that term is curtailed by death, resignation or removal as a Director and Article 8.4.3 shall apply at the end of that term.
- 8.4.10 Directors appointed in accordance with Article 5.2.7 shall serve for one three-year term only, unless that term be curtailed by death, resignation or removal from office.

8.4.11 Directors appointed in accordance with Article 5.3 shall serve until the vacancy is filled by a Member election or until January 1st of the second year following their appointment, whichever is the sooner, unless that term be curtailed by death, resignation or removal from office.

8.5 *Termination of Director's appointment*

8.5.1 A person ceases to be a Director as soon as:

- (a) that person ceases to be a Director by virtue of any provision of the Companies Act 2006, or is prohibited from being a Director by law;
- (b) a bankruptcy order is made against that person;
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts;
- (d) a registered medical practitioner who is treating that person gives a written opinion to ALPSP stating that that person has become physically or mentally incapable of acting as a Director and may remain so for more than three months;
- (e) notification is received by ALPSP from the Director that the Director is resigning from office, and such resignation has taken effect in accordance with its terms
- (f) that person is absent without the permission of the other Directors from three consecutive Board meetings unless Directors resolve that their office should not be terminated;
- (g) that person resigns their office by notice to the Company and such resignation has taken effect in accordance with its terms;
- (h) the Directors resolve by majority decision that that person's office should be terminated. The Directors may only pass such a resolution after notifying the Director in writing and considering the matter in the light of any written representations which the Director concerned puts forward within 14 Clear Days after receiving notice; or subject to the provisions of the Act; or
- (i) the members resolve that the Director's office should be vacated.

8.5.2 A person (except those persons appointed as Directors under Articles 5.2.6 or 5.2.7) shall also cease to be a Director if they cease to be an employee, officer or representative of a Regular Member, such termination to take effect on a date determined by the Board of Directors, provided that such date shall be as soon as reasonably practicable following the date such Director ceases to be an employee, officer or representative of a Regular Member.

8.6 *Directors' remuneration and expenses*

8.6.1 With the exception of the CEO, the Directors are not entitled to remuneration for their services to ALPSP as Directors.

- 8.6.2 Subject to Articles 8.6.1 and 8.6.3, no portion of the income and property of ALPSP may be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit to Directors of ALPSP.
- 8.6.3 Subject to Article 8.6.4, Directors may:
- (a) be paid interest at a reasonable rate on money lent to ALPSP, unless the loan is not actually required by ALPSP;
 - (b) be paid a reasonable rent or hiring fee for property or equipment let or hired to ALPSP, unless the property or equipment is not actually required by ALPSP;
 - (c) be remunerated for any other service which they undertake for, or goods which they provide to ALPSP, unless the goods or services are not actually required by ALPSP; and
 - (d) receive payment to any company in which a Director has no interest other than a shareholding that is not greater than five per cent.
- 8.6.4 The nature and level of the benefit referred to in Article 8.6.3 must be no more than reasonable and must be set at a meeting of the Directors in accordance with Article 7.7.1 and no more than one half of the Directors may have an interest in such a contract in any financial year.
- 8.6.5 The CEO's remuneration may take any form, and include any arrangements in connection with the payment of a pension, allowance or gratuity, or any death, sickness or disability benefits, to or in respect of that Director
- 8.6.6 The CEO's remuneration accrues from day to day.
- 8.6.7 Directors are not accountable to ALPSP for any remuneration which they receive as Directors or other officers or employees of ALPSP's subsidiaries or of any other body corporate in which ALPSP is interested.
- 8.6.8 ALPSP may pay any reasonable expenses which the Directors properly incur in connection with their attendance at:
- (a) meetings of Directors or committees of Directors;
 - (b) general meetings; or
 - (c) otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to ALPSP.

Part 3 – Members

9. Becoming and ceasing to be a member

9.1 *Applications for membership*

- 9.1.1 ALPSP must maintain a register of the Members in accordance with the Act.
- 9.1.2 The members of ALPSP at the date of adoption of these Articles and such other persons as the Directors shall admit to membership shall be Members of ALPSP. Any members of ALPSP immediately prior to the adoption of these Articles who are “Full Members” or “Associate Members” shall be Regular Members with effect from the end of the meeting at which these Articles are adopted.
- 9.1.3 Membership of ALPSP is open to any person who:
- (a) applies in the form required by the Directors;
 - (b) provides information or evidence as the Directors may require;
 - (c) is approved by the Directors; and
 - (d) signs the register of Members or consents in writing to become a Member either personally or (in the case of an organisation) through an authorised representative.
- 9.1.4 The Directors shall have absolute discretion to:
- (a) accept or reject any application;
 - (b) determine whether any person shall be accepted as either a Regular Member, Honorary Member or Retiree Member or other category of membership established by the Directors; and
 - (c) convert the membership status of any member from any category of membership to any other category of membership,
- and need not give their reasons for doing so.
- 9.1.5 The Directors may from time to time establish different classes of membership and prescribe their respective privileges and duties, set the amounts of any subscriptions and prescribe criteria for membership (including, without limitation, different criteria to apply to Regular Members, Honorary Members and Retiree Members). These classes, privileges, duties, subscriptions and criteria shall be set out in the Rules.
- 9.1.6 Any corporate organisation that is a Member of the ALPSP may nominate any person to act as its representative at any meeting of ALPSP provided that:
- (a) the organisation must give written notice to ALPSP of the name of its representative;

- (b) the nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by ALPSP;
- (c) the nominee may continue to represent the organisation until written notice to the contrary is received by ALPSP; and
- (d) any notice given to ALPSP will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked; ALPSP shall not be required to consider whether the nominee has been properly appointed by the organisation.

9.1.7 Any unincorporated organisation that wishes to be a Member of ALPSP may nominate any person to act as its representative at any meeting of ALPSP, provided that:

- (a) the organisation must give written notice to ALPSP of the name of its representative;
- (b) the nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by ALPSP;
- (c) the nominee may continue to represent the organisation until written notice to the contrary is received by ALPSP;
- (d) any notice given to ALPSP will be conclusive evidence that the nominee is entitled to represent the organisation or that his or her authority has been revoked; ALPSP shall not be required to consider whether the nominee has been properly appointed by the organisation; and
- (e) the duly authorised representative of an unincorporated organisation shall be entered in the register of Members as the Member, with the name of the unincorporated organisation that they represent noted next to them.

9.1.8 Members of ALPSP agree to receive notices and documents by electronic means, at the addresses provided for that purpose in their application form, or at such other address as the Member shall provide to ALPSP from time to time.

9.2 *Termination of membership*

9.2.1 Membership is terminated if the Member concerned:

- (a) gives written notice of resignation to ALPSP;
- (b) dies or, if it is an organisation, ceases to exist;
- (c) is more than three months in arrears in paying the relevant subscription, if any (but in such a case the Member may be reinstated on payment of the amount due); or
- (d) is removed from Membership by resolution of the Directors on the grounds that in their reasonable opinion the Member's continued Membership is not in the best interests of ALPSP. The Directors may only pass such a resolution after notifying the Member in writing and

considering the matter in the light of any written representations which the Member concerned puts forward within 14 clear days after receiving notice.

9.2.2 Unless otherwise determined by the Directors in their absolute discretion, any Member who ceases to be such (including, without limitation on the dissolution of ALPSP) shall not be entitled to repayment of the whole or any part of any membership subscription or other monies already paid by them to ALPSP.

9.2.3 Membership of ALPSP is not transferable.

10. **Organisation of general meetings**

10.1 An annual general meeting must be held each year and not more than fifteen months may elapse between successive annual general meetings.

10.2 The Directors may call a general meeting at any time.

10.3 All Members are entitled to attend any general meeting.

10.4 *Notice of general meetings*

10.4.1 The minimum period of notice required to hold a general meeting of ALPSP is fourteen clear days.

10.4.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.

10.4.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and Article 10.10.4.

10.4.4 The notice must be given to all the Members and to the Directors and auditors.

10.4.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by ALPSP.

10.4.6 Nothing in these Articles is to be taken to preclude the holding and conducting of a general meeting by such suitable electronic means as the Directors may decide which provide for all Members who are not present together at the same place to be able to communicate with all the other participants simultaneously, to speak and to vote during the general meeting. Participation in the meeting in this manner constitutes presence of the person at the meeting and entitles any Member so present to vote and count in the quorum. Such a meeting shall be regarded as taking place where the largest number of the group of those participating is or, if there is no such largest number, where the chair of the meeting is. It shall not be necessary for two or more Members to be physically present in the same place for such a meeting to take place.

10.5 *Attendance and speaking at general meetings*

- 10.5.1 A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.
- 10.5.2 A person is able to exercise the right to vote at a general meeting when—
- (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting;
 - (b) that person’s vote can be taken into account in determining whether or not such; and
 - (c) resolutions are passed at the same time as the votes of all the other persons attending the meeting.
- 10.5.3 The Directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.
- 10.5.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.
- 10.5.5 Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them.
- 10.6 *Quorum for general meetings*
- 10.6.1 No business other than the appointment of the chair of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- 10.6.2 A quorum is at least ten Members, a majority of whom must be Not-for-Profit Organisations, present in person or by proxy or through their Member Representative and entitled to vote upon the business to be conducted at the meeting.
- 10.7 *Chairing general meetings*
- 10.7.1 The Chair of ALPSP shall chair general meetings if present and willing to do so.
- 10.7.2 If the Chair is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start,
- (a) the Directors present, or if no Directors are present, the meeting, must appoint a Director or member to chair the meeting,
 - (b) and the appointment of the chair of the meeting must be the first business of the meeting.
- 10.7.3 The person chairing a meeting in accordance with this Article is referred to as “the chair of the meeting”.
- 10.8 Attendance and speaking by Directors and non-members

- 10.8.1 Directors may attend and speak at general meetings, whether or not they are members of ALPSP.
- 10.8.2 The chair of the meeting may permit other persons who are not members of ALPSP to attend and speak at a general meeting.
- 10.9 Adjournment
- 10.9.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chair of the meeting must adjourn it.
- 10.9.2 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
- (a) the meeting consents to an adjournment; or
 - (b) it appears to the chair of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.
- 10.9.3 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 10.9.4 When adjourning a general meeting, the chair of the meeting must either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the Directors, and have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 10.9.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, ALPSP must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- (a) to the same persons to whom notice of ALPSP's general meetings is required to be given; and
 - (b) containing the same information which such notice is required to contain.
- 10.9.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.
- 10.10 Voting at General Meetings
- 10.10.1 Voting: general
- (a) Except where otherwise provided by the Articles or the Act, every issue is decided by an ordinary resolution.
 - (b) ALPSP may allow Members to vote at a general meeting by such suitable electronic means and according to such procedure as the Directors shall decide and may set out in the Rules.
 - (c) A resolution put to the vote of a general meeting must be decided on a

show of hands, unless a poll is duly demanded in accordance with the Articles.

- (d) Subject to Article 9.1.5 and 10.10.1(e), except for the chair of the meeting, who has a second or casting vote, on a show of hands or a poll every Member who is present in person or by proxy or through their Member Representative, shall have one vote, unless the Member Representative is also a Member in their own right entitled to vote in which case they shall be entitled to a vote as a Member and as a Member Representative.
- (e) Notwithstanding any other provision in these Articles, Honorary Members and Retiree Members will not be entitled to vote on any matter, propose or second any resolutions, exercise any rights to nominate individuals for election, or receive voting forms or any other notices or communications to be sent to Members pursuant to these Articles.

10.10.2 Errors and disputes

- (a) No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- (b) Any such objection must be referred to the chair of the meeting whose decision is final.

10.10.3 Poll votes

- (a) A poll on a resolution may be demanded:
 - (i) in advance of the general meeting where it is to be put to the vote, or
 - (ii) 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.
- (b) A poll may be demanded by:
 - (i) the chair of the meeting;
 - (ii) the Directors;
 - (iii) two or more persons having the right to vote on the resolution; or
 - (iv) 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.
- (c) A 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.

- (d) Polls must be taken immediately and in such manner as the chair of the meeting directs.

10.10.4 Content of proxy notices

- (a) Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
 - (i) states the name and address of the member appointing the proxy;
 - (ii) identifies the person appointed to be that member’s proxy and the general meeting in relation to which that person is appointed; and
 - (iii) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine; and is delivered to ALPSP in accordance with the Articles and any instructions contained in the notice of the general meeting to which they relate.
- (b) ALPSP may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (c) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (d) Unless a proxy notice indicates otherwise, it must be treated as—
 - (i) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting, and
 - (ii) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

10.10.5 Delivery of proxy notices

- (a) A person who is entitled to attend, speak or vote (either on a show of hands or on an online vote or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to ALPSP by or on behalf of that person.
- (b) An appointment under a proxy notice may be revoked by delivering to ALPSP a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- (c) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- (d) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor’s behalf.

10.10.6 Amendments to resolutions

- (a) An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
 - (i) notice of the proposed amendment is given to ALPSP in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chair of the meeting may determine), and
 - (ii) the proposed amendment does not, in the reasonable opinion of the chair of the meeting, materially alter the scope of the resolution.
- (b) A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
 - (i) the chair of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - (ii) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- (c) If the chair of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chair's error does not invalidate the vote on that resolution.

10.11 Members' written resolutions

10.11.1 Subject to the provisions of the Act, a resolution in writing or in electronic form agreed by a simple majority (or in the case of a special resolution, by a majority of not less than 75%) of the Members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective, provided that:

- (a) a copy of the proposed resolution has been sent to every eligible member;
- (b) a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
- (c) it is contained in an authenticated document that has been received by ALPSP within the period of 28 days beginning with the circulation date.

10.11.2 For the purposes of Article 10.11.1(c):

- (a) if the document is sent to ALPSP in hard copy form, it is authenticated if it bears the signature of the person sending it; and
- (b) if the document is sent to ALPSP in electronic form, it is authenticated if the identity of the sender is confirmed in a manner specified by ALPSP or, where no such manner has been specified by ALPSP, if it is accompanied by a statement of the identity of the sender and ALPSP has no reason to doubt the truth of that statement.

- 10.11.3 A resolution in writing may comprise several copies to which one or more Members have signified their agreement.
- 10.11.4 In the case of a Member that is an organisation, its Member Representative may signify its agreement.
- 10.11.5 A Members' resolution under the Act removing a Director or an auditor before the expiration of his or her term of office may not be passed by a written resolution.

Part 4 – Administrative Arrangements

11. Means of communication to be used

11.1 Subject to the Articles, anything sent or supplied by or to ALPSP under the Articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to ALPSP.

11.2 Subject to the Articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being.

11.3 A Director may agree with ALPSP that notices or documents sent to that Director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.

12. No right to inspect accounts and other records

Except as provided by law or authorised by the Directors or an ordinary resolution of ALPSP, no person is entitled to inspect any of ALPSP's accounting or other records or documents merely by virtue of being a member.

13. Provision for employees on cessation of business

The Directors may decide to make provision for the benefit of persons employed or formerly employed by ALPSP or any of its subsidiaries (other than a Director or former Director or shadow Director, except the CEO) in connection with the cessation or transfer to any person of the whole or part of the undertaking of ALPSP or that subsidiary.

14. Directors' Indemnity

14.1 Subject to Article 14.2, a relevant Director of ALPSP or an associated company may be indemnified out of ALPSP's assets against:

14.1.1 any liability incurred by that Director in connection with any negligence, default, breach of duty or breach of trust in relation to ALPSP or an associated company;

14.1.2 any liability incurred by that Director in connection with the activities of ALPSP or an associated company in its capacity as a trustee of an occupational pension scheme (as defined in section 235(6) of the Companies Act 2006); and

14.1.3 any other liability incurred by that Director as an officer of ALPSP or an associated company.

14.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law.

14.3 In this Article:

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

14.3.2 a "relevant Director" means any Director or former Director of ALPSP or an associated company.

14.4 *Directors' insurance*

14.5 The Directors may decide to purchase and maintain insurance, at the expense of ALPSP, for the benefit of any relevant Director in respect of any relevant loss.

14.6 In this Article:

14.6.1 a "relevant Director" means any Director or former Director of ALPSP or an associated company;

14.6.2 a "relevant loss" means any loss or liability which has been or may be incurred by a relevant Director in connection with that Director's duties or powers in relation to ALPSP, any associated company or any pension fund or employees' share scheme of ALPSP or associated company; and

14.6.3 companies are associated if one is a subsidiary of the other or both are subsidiaries of the same body corporate.

15. **Dissolution**

15.1 The members (or failing resolution by the members, the Board of Directors) may at any time before, and in expectation of, its dissolution resolve that any net assets of ALPSP after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of ALPSP be given or transferred to:

15.1.1 some other society, institution or organisation having objects similar to those of ALPSP and which shall prohibit the distribution of its income and property among its or their members to an extent at least as great as imposed on ALPSP by these Articles; or

15.1.2 if they cannot be given or transferred in accordance with Article 15.1, some charitable object.