

## **THE COMPANIES ACT 1985**

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### **PRIVATE COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

#### **ARTICLES OF ASSOCIATION**

**- of -**

#### **THE I T SERVICE MANAGEMENT FORUM INTERNATIONAL LIMITED**

**Version 2.0 approved on 20th April 2023**

#### INTERPRETATION

1. In these Articles: -

“the Act” means the Companies Act 1985.

“the Board” means the Board of Management of the Company.

“secretary” means any person or contractor appointed to perform the duties of the secretary of the Company.

“the United Kingdom” means Great Britain and Northern Ireland.

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography, and other modes of representing or reproducing words in a visible form.

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

#### OBJECTS

2. The Company is established for the objects expressed in the Memorandum of the Association.

#### MEMBERS

3. The subscribers to the Memorandum of Association and such other persons as the Board shall admit to membership shall be members of the Company. Every member of the Company shall either sign a written consent to become a member or sign the register of members on becoming a member.

4. Unless the members of the Board or the Company in General Meeting shall make other provision pursuant to the powers contained in Article 68, the members of the Board may in their absolute discretion permit any member of the Company to retire provided that after such retirement the number of members is not less than two. When a director is elected, the director will, unless they request otherwise, be registered as a member by the Board. When a director ceases to be a director they will also cease to be a member. This is subject to the requirement for there always being at least two members.

if a member fails to engage with the Board for 12 months the Board will take this as a resignation

#### GENERAL MEETINGS

5. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of the next. Provided that so long as the Company holds its first Annual General Meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The Annual General Meeting shall be held at such time

and place as the Board shall appoint. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

6. The Board may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened on requisition any 5 (five) members of the Company. If at any time there are not sufficient members of the Board capable of acting to form a quorum, any member of the Board or any five members of the Company may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board.

#### NOTICE OF GENERAL MEETINGS

7. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days' notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in case of special business, the general nature of that business and shall be given, in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting, to such persons as are, under the Articles of the Company, entitled to receive such notices from the Company:

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this Article be deemed to have been duly called if it is so agreed: -

(a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat; and

(b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety-five per cent of the total voting rights at that meeting of all the members.

8. 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 .

#### PROCEEDINGS AT GENERAL MEETINGS

9. All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets, and the reports of the Board and auditors, the election of members of the Board in the place of those retiring and the appointment of, and the fixing of the remuneration, of the auditors.
10. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise provided, half the total number of members (rounding down) shall be a quorum. If within half an hour from the time appointed for the meeting 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 Board may determine.
11. The chairman, if any, of the Board shall preside as chairman at every General Meeting of the Company, or if there is no such chairman, or if he shall not be present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act the members of the Board present shall elect one of their number to be chairman of the meeting.
12. If at any meeting no member of the Board is willing to act as chairman or if no member of the Board is present within fifteen minutes after the time appointed for the holding the meeting, the members present shall choose one of their number to be chairman of the meeting.
13. The chairman may, with the consent of any meeting at which a quorum is present (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 any adjourned meeting other than the business left unfinished at

the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at the adjourned meeting.

14. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- (a) by the chairman; or
  - (b) by at least two members present in person or by proxy; or
  - (c) by any member or members present in person or by proxy and representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

Unless a poll be so demanded a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the book containing the minutes of proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

The demand for a poll may be withdrawn.

15. Except as provided in Article 17, if a poll is duly demanded it shall be taken in such manner as the chairman directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
16. In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded, shall be entitled to a second casting vote.
17. A poll demanded on the election of a chairman, or on a question of adjournment, shall be taken forthwith. A poll demanded on any other question shall be taken at such time as the chairman of the meeting directs, and any business other than that upon which a poll has been demanded may be proceeded with pending the taking of the poll.
18. Subject to the provisions of the Act a resolution in writing signed by all the members for the time being entitled to receive notice of and to attend and vote at General Meetings (or being corporations by their duly authorised representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held.

#### VOTES OF MEMBERS

19. Every member shall have one vote.
20. A member of unsound mind, or in respect of whom an order has been made by any court having jurisdiction in lunacy, may vote, whether on a show of hands or on a poll, by his committee, receiver, curator bonis or other person in the nature of a committee, receiver, curator bonis appointed by that court, and any such committee, receiver, curator bonis or other person may, on a poll, vote by proxy.
21. No member shall be entitled to vote at any General Meeting unless all moneys presently payable by him to the Company have been paid.
22. (a) On a poll votes may be given either personally, by proxy, or by electronic communications media.
- (b) the conduct of General Meetings of Members, Board Meetings, Executive Committees, Working groups and Sub-Committee of the Board meetings of the ITSMF International Limited as provided for under the Constitution and Rules of the forum may be conducted by way of personal attendance, exercise of proxies, telephone, video conferencing link up or other medium available for electronic communication available for such purpose from time to time as long as :
- I. the number of persons participating and present would represent a quorum for the purposes of these rules;
  - II. due notice of the meeting and intention to use a medium of electronic communication has been given to all persons entitled to notice of the meeting;
  - III. each of the participants acknowledged such participant's presence to the chairman or by roll call or using similar functionality inbuilt in the medium;

IV. no person participating in any meeting conducted pursuant to this clause shall disconnect communication during the course of any meeting without the consent of the Chairman and in the absence of such consent being granted or the absence of proven failure of the connection, all participants at the commencement of the meeting shall be deemed to have been present and to have formed part of the quorum of the whole of that meeting.

V. The Chairman shall declare the votes for against and abstaining as being the sum of votes cast in each category in person, by proxy and by electronic media

VI. The chairman shall sign minutes of the proceedings of any meeting conducted as aforesaid and as such minutes shall be prima facie evidence of the matters discussed and the resolutions passed there-at.

1. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Company.
2. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited in line with the instructions specified for that purpose in the notice convening 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, in the case of a poll, not less than 24 hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
3. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -

“The IT Service Management Forum International Limited.

I \_\_\_\_\_ of \_\_\_\_\_ (National chapter)

being a member of the above-named company, hereby appoint **either**

(Name of Proxy) \_\_\_\_\_  
Of (Organisation) \_\_\_\_\_  
Of (Address) \_\_\_\_\_  
\_\_\_\_\_

**or the Chairman of the Meeting** as my proxy to vote for me and on my behalf at the General Meeting of *itSMFI* to be held on \_\_\_\_\_ day of \_\_\_\_\_ (month, year) and at every adjournment thereof and I instruct my proxy to vote as follows:

Signed this.....day of .....xxxx (signature).....”.

26. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit: -

“The IT Service Management Forum International Limited.

I \_\_\_\_\_ of \_\_\_\_\_ (National chapter)

being a member of the above-named company, hereby appoint **either**

(Name of Proxy) \_\_\_\_\_  
Of (Organisation) \_\_\_\_\_  
Of (Address) \_\_\_\_\_  
\_\_\_\_\_

**or the Chairman of the Meeting** as my proxy to vote for me and on my behalf at the General Meeting of *itSMFI* to be held on \_\_\_\_\_ day of \_\_\_\_\_ (month, year) and at every adjournment thereof

and I instruct my proxy to vote as follows:

Signed \_\_\_\_\_ this.....day \_\_\_\_\_ of.....XXXX  
(signature).....

This form is to be used \*in favour of/\* against the resolution.

Unless otherwise instructed the proxy shall vote as he thinks

fit. \* Strike out whichever is not desired.”

27. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
28. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such death, insanity or revocation as aforesaid shall have been received by the Company at the office before the commencement of the meeting or adjourned meeting at which the proxy is used.

#### CORPORATIONS ACTING BY REPRESENTATIVES AT MEETINGS

29. Any corporation which is a member of the Company may by resolution of its Board or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Company, and the person who is so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company.

#### BOARD OF MANAGEMENT

30. The maximum and minimum number of the members of the Board shall be determined by the Company in General Meeting, but unless and until so fixed there shall be no maximum number and the minimum number of members of the Board shall be five.
31. The members of the Board shall be paid all reasonable travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Board or any committee of the Board or General Meetings of the Company or in connection with the business of the Company.

#### BORROWING POWERS

32. The Board may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking and property, or any part thereof, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF THE BOARD

33. The business of the Company shall be managed by the Board, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act or by these Articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these Articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Board which would have been valid if that regulation had not been made.
34. All cheques, promissory notes, drafts, bill of exchange and other negotiable instruments, and all receipts for moneys paid to the Company, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, in such manner as the Board shall from time to time by resolution determine.
35. The Board shall cause minutes to be made in books provided for the purpose: -
  - (a) of all appointments of officers made by the Board;
  - (b) of the names of the members of the Board present at each meeting of the Board and of any committee of the Board;

(c) of all resolutions and proceedings at all meetings of the Company, and of the Board and of committees of the Board.

#### DISQUALIFICATION OF MEMBERS OF THE BOARD

36. The office of member of the Board shall be vacated if the member: -

(a) becomes bankrupt or makes any arrangement or composition with his creditors generally; or

(b) becomes prohibited from being a member of the Board by reason of any order made under Sections 295 to 300 (inclusive) of the Act; or

(c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs; or

(c) resigns his office by notice in writing to the Company; or

(d) is directly or indirectly interested in any contract with the Company and fails to declare the nature of his interest in manner required by Section 317 of the Act.

37. A member of the Board shall not vote in respect of any contract in which he is interested or any matter arising thereout, and if he does so vote his vote shall not be counted.

#### APPOINTMENT AND RETIREMENT OF MEMBERS OF THE BOARD

38. The members of the Board shall be elected for terms of up to 2 years. When a Board member has served 3 consecutive terms, they are required to take a break of at least a year before serving another term. If no one else stands when a Board Member is due to step down they can extend for an additional one term Regulations 73 to 80 (inclusive) of Table A shall not apply to the Company.

39. The Company may by ordinary resolution appoint any person who is willing to act to be a member of the Board.

40. The members of the Board may appoint a person who is willing to act to be a co-opted member of the Board, either to fill a vacancy or as an additional member of the Board, provided that the appointment does not cause the number of members of the Board to exceed any number determined in accordance with Article 30 as the maximum number of members of the Board for the time being in force. This appointment would need to be confirmed by the next EGM.

#### PROCEEDINGS OF THE BOARD

41. The Board may meet together for the dispatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote. A member of the Board may, and the secretary on the requisition of a member of the Board shall, at any time summon a meeting of the Board. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom.

42. The quorum necessary for the transaction of the business of the Board may be fixed by the Board, and unless so fixed shall be one third of the number of Board Members (rounding down).

43. The continuing members of the Board may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed by or pursuant to the Articles of the Company as the necessary quorum of members of the Board, the continuing members or member of the Board may act for the purpose of increasing the number of members of the Board to that number, or of summoning a General Meeting of the Company, but for no other purpose.

44. The Board may elect a chairman of their meetings and determine the period for which he is to hold office; but, if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members of the Board present may choose one of their number to be chairman of the meeting.

45. The Board may delegate any of their powers to committees consisting such member or members of their body as they think fit; any committee so formed shall in exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board and shall report all acts and proceedings to the Board as soon as is reasonably practicable.
46. A committee may elect a chairman of its meetings; if no such chairman is elected, or if at any meeting the chairman is not present within five minutes after the time appointed for holding the same, the members present may choose one of their number to be chairman of the meeting.
47. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the chairman shall have a second or casting vote.
48. All acts done by any meeting of the Board or of a committee of the Board, or by any person acting as a member of the Board, shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
49. A resolution in writing, signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board, shall be as valid and effectual as if it had been passed at any meeting of the Board duly convened and held.

#### SECRETARY

50. Subject to Section 13 (5) of the Act, the secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as the Board may think fit; and any secretary so appointed may be removed by it: provided always that no member of the Board may occupy the salaried position of secretary.
51. A provision of the Act or these Articles requiring or authorising a thing to be done by or to a member of the Board and the secretary shall not be satisfied by its being done by or to the same person acting both as member of the Board and as, or in place of, the secretary.
52. There is no seal

#### ACCOUNTS

53. The Board shall cause accounting records to be kept in accordance with the provisions of the Act.
54. The accounting records shall be kept at the registered office of the Company or, subject to the provisions of the Act, at such other place or places as the Board thinks fit, and shall always be open to the inspection of the officers of the Company.
55. The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members not being members of the Board, and no member (not being a member of the Board) shall have any right of inspecting any account or book or document of the Company except as conferred by statute or authorised by the Board or by the Company in General Meeting.
56. The Board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Company in General Meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions.
57. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Company in General Meeting, together with a copy of the auditor's report, and Board's report, shall not less than twenty-one days before the date of the meeting be sent to every member of, and every holder of debentures of, the Company.

Provided that this Article shall not require a copy of those documents to be sent to any person of whose address the Company is not aware or to more than ones of the joint holders of any debenture.

#### AUDIT

58. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act.

#### NOTICES

59. A notice may be given by the Company to any member either personally or by sending it by post to the member's registered address, or alternatively be sent via electronic means (fax, email or other form of visible or electronic communication in accordance with details provided by the member). Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

60. Notice of every general meeting shall be given in any manner hereinbefore authorised to: -

- (a) every member, using the contact details they have provided
- (b) every person being a legal personal representative or a trustee in bankruptcy of a member where the member but for his death or bankruptcy would be entitled to receive notice of the meeting;
- (c) the auditor for the time being of the Company; and
- (d) each member of the Board.

No other person shall be entitled to receive notices of General Meetings.

#### RULES OR BYE LAWS

61. (a) The Board may from time to time make such Rules or Bye Laws as it may deem necessary or expedient or convenient for the proper conduct and management of the Company and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, it may by such Rules and Bye Laws regulate:-

(i) The admission and classification of members of the Company, and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payments to be made by members.

(ii) The conduct of members of the Company in relation to one another, and to the Company's servants.

(iii) The setting aside of the whole or any part or parts of the Company's premises at any particular time or times or for the particular purpose or purposes.

(iv) The procedure at general meetings and meetings of the Board and Committees of the Board in so far as such procedure is not regulated by these present.

(v) And, generally, all such matters as are commonly the subject matter of Company rules.

The Company in General Meeting shall have power to alter or repeal the Rules or Bye Laws and to make additions thereto and the Board shall adopt such means as they deem sufficient to bring to the notice of members of the Company all such Rules or Bye Laws, which so long as they shall be in force, shall be binding on all members of the Company. Provided, nevertheless, that no Rule or Bye Law shall be inconsistent with, or shall effect or repeal anything contained in, the Memorandum or Articles of Association of the Company.

#### INDEMNITY

62. In the execution of his duties and the exercise of his rights in relation to the affairs of the Company (and without prejudice to any indemnity to which he may otherwise be entitled) every member of

the Board shall be entitled to be indemnified out of the assets of the Company against any costs, losses, claims, actions or other liabilities suffered or incurred by him and arising by reason of any improper investment made by or for the Company in good faith (so long as he shall have sought professional advice before making or procuring the making of such investment) or by reason of any negligence or fraud of any agent engaged or employed by him in good faith (provided reasonable supervision shall have been exercised) notwithstanding the fact that the engagement or employment of such agent was strictly necessary or by reason of any mistake or omission made in good faith by him or by reason of any other matter or thing other than deliberate fraud, wrongdoing or wrongful omission on the part of the member of the Board who is sought to be made liable.