

No. of Company 1646966

The Companies Acts 1948 to 1980

and

The Companies Act 1985 (as amended)

COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL

---

MEMORANDUM AND ARTICLES

OF ASSOCIATION OF

**THE ASSOCIATION OF EVENT**

**ORGANISERS LIMITED**

As amended by Special Resolutions

Dated: 28<sup>th</sup> November 1986, 22<sup>nd</sup> May 1989

24<sup>th</sup> May 1990, 28<sup>th</sup> February 2001, 15<sup>th</sup> September 2006, 11<sup>th</sup>  
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September 2013, 19<sup>th</sup> February 2015, 15<sup>th</sup> September 2015 and 16<sup>th</sup>  
September 2022

(Incorporated the 29<sup>th</sup> day of June 1982)

THE COMPANIES ACTS 1948 to 1980

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION OF

THE ASSOCIATION OF EVENT ORGANISERS LIMITED

GENERAL

1 In these presents the words standing in the first column of the table next hereinafter contained shall bear the meaning set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context:-

WORDS

MEANINGS

The Act

The Companies Act 1948 and every statutory modification or re-enactment thereof for the time being in force.

These presents

These Articles of Association, and the regulations of the Association from time to time in force.

The Association

The above-named Company.

The Company Secretary

If the Council so desires shall be the CEO or such other person appointed by the Council as Company Secretary within the meaning of the Act.

The Council

The Council of Management for the time being of the Association.

Chair

The person appointed as Chair pursuant to the terms to these articles.

Deputy Chair

The person appointed as Deputy Chair who will be appointed by the same process as the Chair and to whom the provisions of article 39 shall also apply.

Past Chair

The person appointed as Past Chair having served as Chair in the preceding year.

Chief Executive Officer (CEO)

The person from time to time appointed to the office of Chief Executive Officer of the Association pursuant to these presents and not

a director within the meaning of the Act.

Members of the Council

Members who have been appointed to the Council pursuant to these articles, each being Directors within the meaning of the Act.

Treasurer

Appointed by vote of the council from within its members. Can serve for a maximum of 3 consecutive years before being required to stand down but can make themselves immediately available for re-election.

AEO Executive Committee

A committee comprising of five positions, four from the council: Deputy Chair, Chair, Past Chair and Treasurer and one non council position of Strategic Projects. Members can serve a maximum of three consecutive years on the Executive Committee before being required to stand down.

Strategic Projects

Position to be held by a non-member of the council. Elected by vote at a Council meeting. Act as liaison with relevant groups and feedback to the AEO Executive Committee and Council. Can serve for a maximum of 3 consecutive years before being required to stand down but can make themselves immediately available for re-election. The Council to periodically determine the nature and scope of the role and the projects to be covered.

Member's Representative

A person who shall at any time be validly appointed as a representative of a member pursuant to Article 14 of these presents.

The Office

The registered office of the Association.

The Seal

The Common Seal of the Association

Month

Calendar month

In Writing

Written, printed or lithography, or partly one and partly another, and other modes of representing or reproducing words in a visible form.

And words importing the singular number only shall include the plural, and vice versa; and

Words importing persons shall include corporations, companies and partnerships.

Subject as aforesaid, any words or expression defined in the Act or any statutory modification thereof in force at the date on which these presents become binding on the Association shall, if not inconsistent with the subject or context, bear the same meanings in these presents.

- 2 The number of members with which the Association proposes to be registered is 1000, but the Council may from time to time register an increase of members.
- 3 The provisions of section 110 of the Act shall be observed by the Association, and every member of the Association shall either sign a written consent to become a member or sign the register of members on becoming a member.
- 4 The Association is established for the purposes expressed in the Memorandum of Association.

#### MEMBERSHIP

5 There shall be five classes of members of the Association and the subscribers to the Memorandum of Association shall and other persons may be admitted to membership if eligible within one of the classes of membership as follows: -

(1) Organiser Members shall be

(a) those persons who at the date of incorporation of the Association are members of the association of Exhibition Organisers, and

(b) other persons engaged in the business of organising events and admitted by the Council as falling within this class, having sold greater than 2,000 square metres per year of exhibition space, and

(c) The subscribers to the Memorandum of Association

(2) Enterprise Members

(a) those persons engaged in the business of organising events and admitted by the Council as falling within this class, having sold less than 2,000 square metres per year of exhibition space.

(3) Associate Members shall be persons who whilst not engaged directly in the business of organising exhibitions or events of that nature are engaged in a business or trade ancillary thereto or associated there with which shall appear to the Council as sufficient to constitute eligibility for membership within this class.

- (4) International Members shall be organisers, venues and suppliers to the events industry whose business is based outside the UK and who have no more than 5 staff employed in a UK office.
- (5) Experiential Members shall be UK-based organisers of events and experiential marketing activity that does not involve the sale of square metres, and includes those who create, conceive and produce events and experiential marketing activity on behalf of individual clients.
- 6 Members cannot join or be registered under more than one category of membership. All Members shall be entitled to receive notice of and to attend general meetings of the Association. Only Organiser Members shall be entitled to vote at general meetings of the Association. Enterprise Members, Associate Members, Experiential Members and International Members shall not be entitled to vote at general meetings of the Association.
- 7 All Members shall pay to the Association an entrance fee on admission to membership and subscription fees. Any member in respect of whom any entrance or subscription fee to the Association remains unpaid for a period of three months after the same became due and payable shall not whilst such default continues be entitled to receive notice of or attend or vote at any general meeting or adjourned general meeting of the Association.

#### ADMISSION OF MEMBERS

- 8 Membership shall be subject to Council approval at its absolute discretion. Applicants for membership shall submit to the Association and address to the CEO an application in writing specifying the class of membership for which application is being made. Such Application shall be signed by the applicant and shall be in



such form and contain such particulars as may be prescribed from time to time by the Council. Applications shall be considered by the Council so soon as practicable after receipt by the Association but the Council shall be entitled to seek further information from any applicant and may adjourn consideration of any application in its discretion. If any application is refused by the Council it shall not be bound to give its reasons.

#### TERMINATION OF MEMBERSHIP AND EXPULSION

9 (1) The rights and privileges of a member shall not be capable of being transferred (save where there has been a bona fide re-organisation of the business of a member not occasioned by insolvency) and shall cease upon a member ceasing to be a member so that no such person shall be entitled to any refund of any entrance or subscription fee paid by them nor by themselves nor any successor in title have any claim upon the Association or its property or assets or against any of its officers. A member ceasing to be a member shall remain liable to the Association for any entrance fee or subscription fee for which they shall be liable at the date of their ceasing to be a member and which shall remain unpaid notwithstanding their termination of their membership.

9 (2) Nothing herein shall prevent the Council upon such terms as it shall think appropriate permitting a member within one class of membership transferring to another class of membership if in the events that occur the member shall cease to be eligible within the class to which they were first admitted to membership.

10 A member shall cease to be a member:

- (1) If they give written notice to the Association that they resign their membership; or
- (2) If (being a corporation) it goes into liquidation or (being an individual) they die or becomes of unsound mind or bankrupt or compounds with their creditors; or
- (3)
  - (a) If a member fails to pay the Association within three months after the same became due any entrance fee or subscription fee and the Council serves written notice of cessation of membership on such member; or
  - (b) If the Council being of the opinion that they (not being an Honorary Member) has ceased to be eligible as a member of the class to which they were admitted on membership their name is removed from the register pursuant to the authority of a decision of the Council; or
- (4) If they are expelled.

11 A member may be expelled and their name removed from the register in accordance with the following procedures:

- (1) The council may at its sole discretion on its own motion or pursuant to any resolution of a general meeting consider the question of expulsion of any member or refer the question of the expulsion of any member to a committee of three or more of its members ("the Expulsion Committee"). If the Expulsion Committee shall after considering the matter resolve (including by a majority) that the member concerned be expelled then notice of that fact shall forthwith be given in writing to the member concerned.

- (2) A decision of the Expulsion Committee that a member may be expelled need not be acted upon if the Council believes there are special and valid reasons why the member's name should not be removed from the register.
- (3) The Council and/or the Expulsion Committee shall each have the right to conduct their respective considerations of the matter in manner as they consider appropriate provided that they act fairly and according to natural justice and in particular it or they shall accord the member concerned an opportunity to be heard and to know what particular matters are receiving consideration it or by them. Neither the Council nor the Expulsion Committee shall be bound to give reasons for its decisions. The rights of the member concerned shall be limited by and to the foregoing.
- (4) No public announcement as to the expulsion of any member shall be made until after the decision of the Council or Expulsion Committee.

#### ENTRANCE FEES AND SUBSCRIPTIONS

- 12 Each Member shall pay to the Association forthwith upon admission to membership such entrance fee then prevailing and as from time to time determined by the Council so that the Council may determine that the entrance fees prevailing shall differ as to the differing classes of members.
- 13 (1) Each Member shall pay to the Association subscription fees in respect of each year.

13 (2) Subscription fees payable in respect of such period shall be payable on the 1<sup>st</sup> day of January (or such other date as the Council may decide) and thereafter as the subscription fee of any member may be adjusted including any additional subscription fee levy assessed by the Council. By concession to members whose annual subscription exceeds £10,000.00 the Council may at its sole discretion permit payment thereof by two or more instalments on such dates as the Council shall decide. Every subscription fee whether initial or by adjustment shall become due and payable to the Association (or by the Association if on any adjustment a member shall be entitled to any rebate on fees paid) on the date for payment thereof specified in the notice thereof given to each member.

13 (3) Subscription fees shall be determined as the Council may in its discretion determine according to the amount of exhibition area let to exhibitors or otherwise according to the extent of the member's direct or indirect or associated involvement in business relating to exhibitions and similar events. Members shall be bound to provide the Association with all information required by the Council concerning the amount of exhibition area lettings effected associated works and otherwise as to enable subscription fees to be assessed. If a member fails or fails promptly to make such information available to the Association the Council shall be entitled to assess subscription fees according to business estimated by the Council.

13 (4) The Association shall be entitled to assess subscription fees initially for the year on an estimated basis or according to lettings and business with respect to a prior and thereafter to adjust subscription fees on actual lettings or business as made known to the Association or if necessary as estimated by the Council.

13 (5) The Council may from time to time and in their discretion resolve as to the manner in which subscription fees shall be assessed and become payable by members in order to provide more conveniently for the assessment and collection of subscription fees or in order to provide in their discretion more fairly as to the manner in which subscription fees shall be borne as between members of the different classes of membership bound to pay the same or as between one or more members of one class and other members of that class of membership and so that no such resolution of the Council shall be or be deemed to be an amendment to this Article.

#### MEMBER'S REPRESENTATIVES

14 An Organiser member may at any time and from time to time by notice in writing to the Association appoint or terminate the appointment of any person (in this article meaning an individual or number of individuals) as Member's Representative of the member so appointing provided that the person so appointed is a partner director or senior officer or employee of the member so appointing them. A Member's Representative so appointed may occupy the role provided for in these presents and nothing herein shall prevent or control the appointment by a member of a proxy or other agent for any other purpose. A Member's Representative shall cease to be validly appointed:

- (1) if the member appointing them ceases to be a member of the Association,  
or

- (2) if they give written notice to the Association that they decline to act or to act further as a Member's Representative or as such for the member appointing them, or
- (3) if they die or becomes of unsound mind or bankrupt or compound with their creditors, or
- (4) if the member appointing them terminates their appointment or appoints or attempts to appoint some other person in their place.
- (5) If they leave the employment of the member (or in the case of a partnership they leave the partnership)

#### GENERAL MEETINGS

- 15 The Association shall hold a general meeting in every calendar year as its Annual General Meeting at such time and place as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held no more than fifteen months after the holding of the last preceding Annual General Meeting and that so long as the Association holds its First Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.
- 16 All general meetings, other than Annual General Meetings shall be called Extraordinary General Meetings.

- 17 The Council may whenever they think fit convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or in default maybe convened by such requisitionists, as provided by Section 132 of the Act.
- 18 Twenty-one days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution, and fourteen days' notice in writing at the least of every other general meeting (exclusive in every case both of the day on which it is served or deemed to be served and of the day for which it is given), specifying the place, the day and the hour of meeting, and in the case of special business the general nature of that business, shall be given in manner hereinafter mentioned to such persons (including the Auditors) as are under these presents or under the Act entitled to receive such notices from the Association; but with the consent of all the members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members may think fit.
- 19 The accidental omission to give notice of a meeting to, or the non-receipt of such notice by, any person entitled to receive notice thereof shall not invalidate any resolution passed, or proceedings had, at any meeting.

#### PROCEEDINGS AT GENERAL MEETINGS

- 20 All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting shall also be deemed special, with the exception of the consideration of the income and

expenditure account and balance sheet, and the reports of the Council and of the Auditors, the election of members of the Council in place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors, and with the following further exception. A member may not less than twenty eight clear days before the date fixed for the holding of the Annual General Meeting give written notice to the Association addressed to the Director of business which they wish to have discussed at the meeting under "other business" and that business may only be considered and resolved at the meeting if the Chair of the meeting declares they are satisfied that it is business in respect of which it was not necessary that members generally receive notice. The Chair may permit such business to be considered but refuse to permit any resolution with respect thereto to be put to the meeting.

- 21 No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business. Save as herein otherwise provided five Organiser Members present in person or by proxy shall be given a quorum.
- 22 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, the meeting, if convened on 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 at such other place as the Council may determine and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the Organiser Members present in person or by proxy shall be a quorum.
- 23 The Chair (if any) of the Council shall preside as Chair at every general meeting, but if there be no such Chair, or if at any meeting they shall not be present within



five minutes after the time appointed for holding the same, or shall be unwilling to preside, the Organiser Members present shall choose some member of the Council, or if no such member be present, or if all the members of the Council present decline to take the chair, they shall choose some Organiser member of the Association who shall be present to preside.

- 24 The Chair 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 business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall subject to Article 7 be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

25 (1) Subject to Article 26, at any general meeting a resolution put to the vote of the meeting shall be decided on a confidential vote. A declaration by the Chair that a resolution has on a confidential vote been carried unanimously or by a particular majority, and an entry to that effect in the book containing the Minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution.

25 (2) In the case of an equality of votes, the Chair shall have a second or casting vote.

26 At any general meeting the election or re-election of members of the Council shall be decided:-

(1) where the number of persons standing for election or re-election exceeds the number of vacancies, by confidential vote when each Organiser member & Honorary member present in person or by proxy shall have one vote; or

(2) where the number of persons standing for election or re-election is equal to or less than the number of vacancies, in such manner as the Chair in their absolute discretion thinks fit.

27 On a confidential vote each Organiser Member and Honorary Member (unless able to vote in any other capacity) present in person or by proxy shall have one vote.

28 Members entitled to attend or attend and vote may do so either personally or by proxy. A corporation may also attend or attend and vote by its duly authorised representative appointed as provided by section 139 of the Act. A proxy need not be a member.

29 The instrument appointing a proxy shall be in writing under the hand of the appointor or their attorney duly authorised in writing, or if such appointor is a corporation then under the hand of some officer duly authorised in that behalf.

- 30 The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notarially certified or office copy thereof shall be deposited at the office or as otherwise directed by the Council not less than forty-eight hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to attend or (if entitled) vote and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- 31 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 the death, insanity or revocation as aforesaid shall have been received at the office before the commencement of the meeting or adjournment meeting at which the proxy is used.
- 32 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit –

“I/We

“of

“a Member of the Association of Event “Organisers Limited  
hereby appoint

“of

“to attend and to vote for me/us on my/our behalf at the

“Annual or Extraordinary or Adjourned, as the case may be

“General Meeting of the Association to be held on

the day  
"of and at every adjournment thereof.  
"As witness my hand this day of 20 ."

#### COUNCIL OF MANAGEMENT

- 33 Until otherwise determined by a General Meeting the number of the members of the Council shall not be less than fifteen nor more than twenty.
- 34 The first members of the Council shall be the initial subscribers to the Memorandum. Provided that before so acting each shall in writing to the Association consent to act and provided further that if within three months after the incorporation of the Association any of such persons shall not be eligible to hold office as a member of the Council in accordance with Article 36 hereof they shall forthwith cease to be a member of the Council.
- 35 The Council may from time to time and at any time appoint the CEO any individual Organiser Member of the Association or any Member's Representative (up to a maximum of one) as a member of the Council, either to fill a casual vacancy or by way of addition to the Council, provided that the prescribed maximum be not thereby exceeded. Any member so appointed shall retain their office only until the next Annual General Meeting, but they shall then be eligible for re-election. The provisions of section 185 of the Act shall not apply to the Association.
- 36 No person who is not a Member's Representative of (i) an individual Organiser or (ii) a Member in any circumstances be eligible to hold office as a member of the

Council and no more than one Member's Representative of the same member shall be members of the Council at any time.

#### POWERS OF THE COUNCIL

37 The business of the Association shall be managed by the Council who may pay all such expenses of, and preliminary and incidental to, the promotion, formation, establishment and registration of the Association as they think fit, and may exercise all such powers to the Association, and do on behalf of the Association all such acts as may be exercised and done by the Association and as are not by statute or by these presents required to be exercised or done by the association in general meeting, subject nevertheless to any regulations of these presents, to the provisions of the statutes for the time being in force and affecting the Association, and to such regulations, being not inconsistent with the aforesaid regulations or provisions, as may be prescribed by the Association in general meeting, but no regulation made by the Association in general meeting shall invalidate any prior act of the Council which would have been valid if such regulation had not been made.

38 The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that in case the members of the Council shall at any time be or be reduced in number to less than the minimum number prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body, or of summoning a general meeting, but not for any other purpose.

## CHAIR, DEPUTY AND PAST CHAIR OF THE ASSOCIATION

- 39 (1) The Chair and Deputy Chair of the Association shall be the person elected by the Council from its members at the first meeting of the Council to be held after the Annual General Meeting every year. Subject to the provisions of these presents the Chair of the Association shall hold office from the conclusion of the meeting of the Council at which they are elected until the appointment of a new Chair in accordance with these presents following the end of their year term in office. A Chair's term of office shall not exceed one year. A retiring Chair shall not be eligible for re-election immediately after retiring but will be eligible for future elections. A retiring Chair will automatically be elected to the position of Past Chair for a period not exceeding one year.
- 39 (2) The provisions of Articles 43 to 47 shall not apply to the Chair, Deputy or Past Chair. The Chair, on cessation of their appointment as Chair, shall remain ex officio a member of the Council until the next Annual General Meeting when they shall retire but shall be eligible for re-election as a member of the Council in accordance with the provisions of Articles 43 to 47.
- 39 (3) The Chair, Deputy and Past Chair of the Association may be removed from that office by resolution of the Council.
- 39 (4) If for any reason there shall be a vacancy in the office of Chair (other than by reason of the expiry of the Chair's term of office) the Council shall as soon as practicable elect from its members a successor who shall continue to hold office until the date when but for such vacancy their predecessor's term of office would

have expired.

39 (5) All references in this article 39 to Chair shall apply equally to the Deputy and Past Chair and references elsewhere in these articles to the Chair shall be deemed to refer to the Deputy Chair where the Deputy Chair stands in for the Chair in absentia.

#### DIRECTOR AND OTHER OFFICERS

40 (1) The CEO of the Association may be the Secretary of the Association both generally and (if the Council so desires) as the Secretary for the purposes of the Act and subject to section 21(5) of the Companies Act 1976 shall be appointed by the Council for such time, as such remuneration and upon such conditions as it may think fit, and any CEO so appointed may be removed by the Council. The CEO will not be appointed as a member of the Council and not a director within the meaning of the Act. CEO to be an ex-officio member of the Council. The Council may from time to time appoint an assistant or Deputy CEO and if required by the Council any such person shall be assistant or deputy secretary as the case maybe and any person so appointed may act in place of the CEO if there be no CEO or no CEO capable of acting.

40 (2) The Council may from time to time appoint such other officers and upon terms as to remuneration and otherwise upon such conditions as it shall determine and may remove any such officer appointed.

#### THE SEAL

41 The seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Council, and in the presence of at least two members of the Council or one member of the Council and the Company Secretary and the said members or member and the Company Secretary shall sign every instrument to which the seal shall be so affixed in their presence, and in favour of any purchaser or person bona fide dealing with the Association such signatures shall be conclusive evidence of the fact that the seal has been properly affixed. Instruments may also be executed by the above parties by authority of a resolution of the Council without affixation of the seal.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

- 42 The office of a member of the Council shall be vacated:-
- (1) if a receiving order is made against them or they make any arrangement or composition with their creditors,
  - (2) if they become of unsound mind,
  - (3) if they cease to be either a member of the Association or a Member's Representative,
  - (4) if by notice in writing to the Association they resign their office,
  - (5) if they become prohibited from holding office by reason of any order made under the Act,



- (6) if they are removed from office by a resolution duly passed pursuant to section 184 of the Act,
- (7) at the discretion of the Council if during any period of 12 consecutive months they shall have been absent without the permission of the Council from more than one-half of the meetings of the Council held during that period,
- (8) if they are a Member or a Member's Representative appointed by a Member whose name is removed from the register for any reason.

#### ROTATION OF MEMBERS OF THE COUNCIL

43 At the first Annual General Meeting and at the Annual General Meeting held up to and including the Annual General meeting in 2022 one quarter of the members of the Council for the time being, or if the number is not a multiple of four then the number nearest to one-quarter shall retire from office.

From the Annual General meeting held in 2023 and to be held in every subsequent year, the members of the Council to retire shall be determined in the following manner save that if the member or one of the members thereby to retire would be the currently elected Chair/Deputy/Past Chair they shall not be the member or one of the members to retire but they shall in such event retire or be one of the members of the Council to retire at the Annual General Meeting next following their ceasing to be Chair/Deputy/Past Chair. The members of the Council to retire shall be those who have

served on the council for 3 years. They shall be eligible for immediate re-election for another term of 3 years. Having served for 6 continuous years, members of the council are required to stand down for at least a period of 1 year, after which time they shall be eligible for re-election. In exceptional circumstances the council may extend an appointment for a pre-determined period not greater than a 1 three year period. The council member to be subject to the usual election protocol by the members.

45 To protect the positions of key organisers, any member paying more than 50% of the capped annual membership fee in their annual subscription to the AEO, that member will have a guaranteed seat on the Council. The Board member representative would rotate as per clause 44, but not the organisation represented. One Council space will be reserved for the Chair of the Development Board working group.

46 No person shall be eligible for election or re-election to membership of the Council at any general meeting, unless not less than twenty-eight days before the day appointed for the meeting there shall have been given to the CEO notice in writing, by an Organiser member of their intention to propose such person for election or re-election and also notice in writing, signed by the person to be proposed, of their willingness to be elected or re-elected.

47 The Association may from time to time in general meetings increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced member shall go out of office and may make the appointments necessary for effecting any such increase.

- 48 The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined eight shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chair shall have a second or casting vote. The Council has the right to call upon any person whether a member or not to attend advise or report to the Council at any Council meeting but such person shall have no vote at any such meeting.
- 49 The Chair may, and on the request of any four members of the Council the CEO shall summon a meeting of the Council by 7 days notice served upon all members of the Council individually. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
- 50 The Chair shall be entitled to preside at all meetings of the Council at which they shall be present, but if no such Chair be elected, or if at any meeting the Chair be not present within five minutes after the time appointed for holding the meeting and willing to preside, the members of the Council present shall choose one of their number to be Chair of the meeting.
- 51 A meeting of the Council at which a quorum is present shall be competent to exercise all the authorities, powers and discretions by or under the regulations of the Association for the time being vested in the Council generally.
- 52 The Council may delegate any of their powers to committees or working parties consisting of such members Member Representatives or members of the Council

as they think fit, and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council. The meetings and proceedings of any such committee shall be governed by the provisions of these presents for regulating the meetings and proceedings of the Council so far as applicable and so far as the same shall not be superseded by any regulations made by the Council or by resolution of the Council.

- 53 All acts bona fide done by any meeting of the Council or of any committee of the Council, or by any person acting as a member of the Council, shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member 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 or had duly continued in office and was qualified to be a member of the Council.
- 54 The Council shall cause proper minutes to be made of all appointments of officers and Committee members made by the Council and of the proceedings of all meetings of the Association and of the Council and of committees of the Council, and all business transacted at such meetings, and any such minutes of any meeting, if purporting to be signed by the Chairmen of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.
- 55 A resolution in writing signed by all the members for the time being of the Council or of any committee of the Council who are entitled to receive notice of a meeting of the Council or of such committee shall be as valid and effectual as if it has been

passed at a meeting of the Council or of such committee duly convened and constituted.

### ACCOUNTS

- 56 The Council shall cause accounting records to be kept in accordance with the requirements of the Act.
- 57 The Accounting records shall be kept at the office, or, subject to the provisions of the Act, at such other place or places as the Council shall think fit, and shall always be open to the inspection of the members of the Council and officers of the association.
- 58 The Council or the Association in general meeting may 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 Association or any of them shall be open to the inspection of members of the Association, and no member shall have any right of inspecting any account or book or document of the Association except as conferred by statute or authorised by the Council or by the Association in general meeting.
- 59 At the Annual General Meeting in every year the Council shall lay before the Association a proper income and expenditure account for the period since the last preceding account (or in the case of the first account since the incorporation of the Association) made up to a date not more than four months before such meeting, together with a proper balance sheet made up as at the same date. Every such balance sheet shall be accompanied by proper reports of the Council and the Auditors, and copies of such account, balance sheet and reports (all of which shall

be framed in accordance with any statutory requirements for the time being in force) and of any other documents required by law to be annexed or attached thereto or to accompany the same shall not less than twenty-one clear days before the date of the meeting, subject nevertheless to the provisions of section 158 (1) (c) of the Act, be sent to the Auditors and to all other persons entitled to receive notices of general meetings in the manner in which notices are hereinafter directed to be served. The Auditors' report shall be open to inspection and be read before the meeting as required by section 14 of the Companies Act 1967.

#### AUDITS

- 60 Once at least in every year the accounts of the Association shall be examined and the correctness of the income and expenditure account and balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 61 Auditors shall be appointed and their duties regulated in accordance with the provisions of the Act, the members of the Council being treated as the Directors mentioned in those provisions.

#### CODE OF CONDUCT

- 62 Every member agrees to observe the Code of Conduct for the time being adopted by the Association as if the same were for the time being incorporated in these presents. The Code of Conduct shall initially be identified by the subscribers to the Memorandum of Association signing a copy thereof. Thereafter and notwithstanding the foregoing the Code of Conduct shall be the code as so identified subject to amendment addition variation or abrogation or adoption as

the Association in general meeting by ordinary resolution may determine from time to time. Breach of the Code of Conduct may but need not necessarily be a ground for expulsion of a member.

### INSIGNIA

63 Subject to such regulations as the Association may from time to time adopt members may describe themselves as members of this Association in trade literature and communications and may in that context utilise the insignia of the Association on such literature and communications provided that such use of the Association's name or insignia shall not without express permission be otherwise than in the context of the member's membership of the Association and provided further that no member shall permit the use of the Association's name or insignia by any person who is not a member other than strictly limited to such member's involvement in any exhibition promotions or event organised by such non member.

### NOTICES

64 A notice may be served by the Association upon a member, either personally, electronically or by sending it through the post in a pre-paid letter, addressed to such member at their registered address as appearing in the register of members. The Company may use the Company website to communicate with members. Every time new information is made available on the website, the Company will inform the relevant members of this, either in hard copy or electronically.

65 Any member described in the register of members by an address not within the United Kingdom, who shall from time to time give the Association an address within the United Kingdom at which notices may be served upon them, shall be

entitled to have notices served upon them at such address, but, save as aforesaid and as provided by the Act, only these members who are described in the register of members by an address within the United Kingdom shall be entitled to receive notices from the Association.

- 66 Any notice, if served by post, shall be deemed to have been served on the day following that on which the letter containing the same is put into the post, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and put into the post office as a prepaid letter.

#### DISSOLUTION

- 67 Clause 8 of the Memorandum of association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles. Clause 8 of the Memorandum of association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles. If upon the winding up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the members of the Association in proportion to the amount members have contributed in the previous financial year.

#### INDEMNITY

- 68 Every member of the Council, CEO, Auditor or other officer for the time being of the Association in dealing with the affairs of the Association shall be indemnified



out of the assets of the Association against any liability incurred by them in defending any proceedings, whether civil or criminal in which judgement is given in their favour or in which they are acquitted or in connection with any application under section 448 of the Act in which relief is granted to them by the court.

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Names, addresses and descriptions of Subscribers

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T M Ellison  
Yeavinger Bell, The Broadway, Charing, Kent  
Chartered Secretary

P Moloney  
Exhibition House, Spring Street, London, W.2  
Company Chair

C P Garrett  
Radcliffe House, Blenheim court, Solihill, West Midlands  
Company Director

P H Sweetser  
10 Westrow Gardens, seven Kings, Essex  
Company Director

R Seager  
62 Victoria Street, St. Albans, Herts  
Company Director

M A Montgomery  
11 Manchester Square, London, W1M 5AB  
Chair

T A Webb  
Carrick, The Ridgway, Pyrford, Surrey  
Chartered Secretary

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Dated this 1<sup>st</sup> day of April, 1982

Witness to the above signatures:-

A Whittle  
17 Castle Street  
High Wycombe  
Bucks  
HP13 6RU

017/MMM004