

The Companies Act 2006  
Private company limited by guarantee

**Articles of association  
of  
The Wine and Spirit Trade Association**

Adopted by Special Resolution dated: 20<sup>th</sup> October 2011

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**Articles of association  
of  
The Wine and Spirit Trade Association (“WSTA”)**

**1 Defined terms**

1.1 In these Articles, the following definitions and rules of interpretation shall apply:

“Articles”	these Articles of Association;
“Chairman”	the chairman of the WSTA from time to time, as appointed in accordance with Article 14;
“Chief Executive”	the chief executive of the WSTA appointed in accordance with Article 22;
“Companies Acts”	the Companies Acts as defined in section 2 of the Companies Act 2006, in so far as they apply to the WSTA;
“Electronic Form”	has the meaning given in section 1168 of the Companies Act 2006;
“Executive Board”	the board of directors of the WSTA from time to time appointed in accordance with Article 20, and “member of the Executive Board” means any one of those directors;
“Ordinary Resolution”	has the meaning given in Section 282 of the Companies Act 2006;
“Member”	has the meaning given in section 112 of the Companies Act 2006;
“Special Resolution”	has the meaning given in section 283 of the Companies Act 2006;
“Subsidiary”	has the meaning given in section 1159 of the Companies Act 2006; and
“Wine and Spirit Trade”	the production, import, distribution or sale of wines and/or spirits in the United Kingdom.

- 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 the WSTA.
- 1.3 A reference to a “document” includes, unless otherwise specified, any document sent or supplied in electronic forms.
- 1.4 A reference to “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.
- 1.5 A reference to a “person” includes includes a reference to an individual, firm, company, corporation, unincorporated body of persons, or any state or any agency of any person.

## 2 Liability of Members

- 2.1 The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the WSTA in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for:
- 2.1.1 payment of the WSTA’s debts and liabilities contracted before he ceases to be a Member;
  - 2.1.2 payment of the costs, charges and expenses of winding up; and
  - 2.1.3 adjustment of the rights of the contributories among themselves.

## 3 Objects

- 3.1 The objects of the WSTA are to:
- 3.1.1 promote the trade in wines and spirits and other alcoholic liquors in the United Kingdom and in other parts of the world and to support and maintain the status of the Wine and Spirit Trade and the character, status, and interests of all persons, firms and companies engaged in any branch or section of the trade;
  - 3.1.2 to promote the collaboration and co-ordination of various interest groups within the Wine and Spirit Trade and other similar or related trades;
  - 3.1.3 co-ordinate and assist the work of affiliated associations promoting the interests of the Wine and Spirit Trade;
  - 3.1.4 assist and encourage research in connection with wines, spirits and other alcoholic liquors, to promote improvements in growing, making, manufacture, blending, distilling, rectifying, transportation, distribution and other relevant processes;
  - 3.1.5 collect and circulate statistical and other relevant information;
  - 3.1.6 advise Members on any matters relating to the Wine and Spirit Trade;
  - 3.1.7 to employ the services of external advisers, including without limitation lawyers, scientists and other Wine and Spirit Trade experts for any purpose that may be conducive or incidental to the attainment of the objects of the WSTA;

- 3.1.8 establish and promote uniformity in commercial practices within the Wine and Spirit Trade, in particular in relation to the description and labelling of wines and spirits and other means and methods of identification used in connection with their sale;
- 3.1.9 promote the consideration and discussion of all questions affecting the Wine and Spirit Trade.
- 3.1.10 give the legislature and public bodies and others facilities for conferring with and ascertaining the views of persons engaged in the Wine and Spirit Trade concerning all matters directly or indirectly affecting the Wine and Spirit Trade;
- 3.1.11 establish and maintain contact and confer with the legislature and other bodies with reference to the Wine and Spirit Trade, and to initiate support, watch over, and, if necessary, petition Parliament or promote deputations in relation to general measures affecting the Wine and Spirit Trade and to support or oppose and thereby effect changes and improvements in applicable law;
- 3.1.12 enter into any negotiations and arrangements with any governments or authorities, supreme, municipal, local or otherwise, and their respective relevant departments, that may seem conducive to the objects and purposes of the WSTA and to obtain from any such government, or authority or department any right, privilege or concession which the WSTA may think is desirable to obtain and to carry out, exercise and comply with any such right, privilege or concession;
- 3.1.13 provide opportunities for the analysis of wines and spirits and the ascertainment and certification of the results of such analysis;
- 3.1.14 adopt such means of publicising any of the objects of the WSTA as may seem expedient by advertising in the press, issuing circulars, publishing books and periodicals and otherwise;
- 3.1.15 assist, promote, establish and contribute to shows and exhibitions which the WSTA considers will directly or indirectly benefit the Wine and Spirit Trade and the persons engaged in it;
- 3.1.16 purchase, lease, hire or otherwise acquire and hold any estate or interest any land, buildings, rights, privileges, concessions and any other property of any kind necessary or convenient for the purposes of the WSTA;
- 3.1.17 raise or borrow money on any terms or conditions, including by giving security by way of debenture stock, debenture, mortgage or charge upon all or any of the property and assets of the WSTA, present or future;
- 3.1.18 make, accept, endorse and execute promissory notes, bills of exchange, and other negotiable instruments and issue and grant receipts and acknowledgements of money received or held on deposit or otherwise;
- 3.1.19 introduce any reforms and undertake any arrangements which the Executive Board from time to time considers would promote the objects of the WSTA;
- 3.1.20 manage, improve, invest sell, lease, or otherwise deal with all or any part of the property and funds of the WSTA, with a view to promoting any of the above objects; and

- 3.1.21 do all other lawful things as may be conducive or incidental to the attainment of the above objects or any of them.

## 4 Application of income and property

- 4.1 The income and property of the WSTA shall be applied solely towards the promotion of the objects set out in Article 3.1 above.
- 4.2 None of the income or property of the WSTA may be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to any Member, provided that this shall not prevent:
  - 4.2.1 a Member or a member of the Executive Board from receiving reasonable and proper remuneration for any goods or services supplied to the WSTA; or
  - 4.2.2 a member of the Executive Board or other officer of the WSTA paying out of, or being reimbursed from, the property of the WSTA in respect of any reasonable expenses properly incurred by him or her when acting on behalf of the WSTA; or
  - 4.2.3 a member of the Executive Board or other officer of the WSTA being indemnified out of the WSTA's assets against any liability incurred by that person in connection with any negligence, default, breach of duty or breach of trust in relation to the WSTA or an associated company in accordance with Article 43; or
  - 4.2.4 the purchase of indemnity insurance for any officer(s) of the WSTA against any liability that would otherwise attach to such officer(s), in accordance with Article 44.

## 5 No return of capital

- 5.1 On the winding up or dissolution of the WSTA, the Executive Board shall collect all the assets of the Society and shall pay or make provision for all of the liabilities of the WSTA and transfer any remaining property or money (that would otherwise be available to its Members):
  - 5.1.1 to another body with objects similar to its own; or
  - 5.1.2 to another body, the objects of which are the promotion of charity,  
(whether or not such body is a Member).
- 5.2 In no circumstances shall the net assets of the WSTA on a winding up or dissolution be paid to or distributed among the Members except as set out in Article 5.1 and in no other circumstances shall the WSTA return any capital to its Members.

## 6 Powers of the Executive Board

- 6.1 Subject to these Articles, the members of the Executive Board from time to time are responsible for the management of the WSTA's business, for which purpose they may exercise all the powers of the WSTA.

## 7 Executive Board may delegate

- 7.1 Subject to these Articles, the Executive Board may delegate any of the powers conferred on it under these Articles:
  - 7.1.1 to such person(s) or committee;

7.1.2 by such means (including by power of attorney);

7.1.3 to such an extent;

7.1.4 in relation to such matters or territories; and

7.1.5 on such terms and conditions;

as it thinks fit.

7.2 If the Executive Board so specifies, any such delegation may authorise further delegation of its powers by any person to whom they are delegated.

7.3 The Executive Board may revoke any delegation in whole or part, or alter its terms and conditions.

## 8 Committees

8.1 Committees to which the Executive Board delegates any of its powers must follow procedures which are based as far as they are applicable on those provisions of these Articles which govern the taking of decisions by members of the Executive Board.

8.2 The Executive Board may make rules of procedure for all or any committees, which shall prevail over rules derived from these Articles if they are not consistent with them.

8.3 A committee shall report to the Executive Board when requested by the Executive Board.

8.4 The Chairman shall be an *ex officio* member of all committees.

## 9 Nominations Committee

9.1 The Executive Board shall appoint a Nominations Committee.

9.2 The Nominations Committee shall comprise the Chairman and at least three other persons who may or may not be members of the Executive Board. The Nominations Committee shall appoint one of its number to act as chairman of meetings of the Nominations Committee.

9.3 The Nominations Committee shall:

9.3.1 recommend to the Executive Board a candidate for the office of Chairman at the beginning of each year and whenever a vacancy arises; and

9.3.2 recommend to the Executive Board new candidates for appointment to the Executive Board and ensure that the candidates recommended are, between them, adequately representative of the width and breadth of the WSTA's membership.

## 10 Decision-making by the Executive Board

10.1 The general rule about decision-making by members of the Executive Board is that any decision of the members of the Executive Board must be a majority decision at a meeting.

10.2 A decision of the members of the Executive Board is taken when all eligible members of the Executive Board indicate to each other by any means that they share a common view on a matter.

10.3 If the numbers of votes for and against a proposal are equal, the chairman or other member of the Executive Board chairing the meeting has a casting vote.



- 10.4 Article 10.3 does not apply if, in accordance with these Articles, the chairman or other member of the Executive Board is not to be counted as participating in the decision-making process for quorum or voting purposes.

## 11 Calling a meeting of the Executive Board

- 11.1 The Chief Executive or Chairman may call a meeting of the Executive Board by giving notice of the meeting to all of the members of the Executive Board or by authorising the secretary of the WSTA (if one has been appointed) to give such notice.
- 11.2 Notice of a meeting of the Executive Board must indicate:
- 11.2.1 its proposed date and time;
  - 11.2.2 where it is to take place; and
  - 11.2.3 if it is anticipated that any members of the Executive Board 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.
- 11.3 Notice of a meeting of the Executive Board must be given to each member of the Executive Board, but need not be in writing.
- 11.4 The Executive Board shall meet at least four times a year.

## 12 Participation in meetings of the Executive Board

- 12.1 Subject to these Articles, members of the Executive Board participate in a meeting of the Executive Board (or part of it) when:
- 12.1.1 the meeting has been called and takes place in accordance with these Articles, and
  - 12.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.
- 12.2 In determining whether members of the Executive Board are participating in a meeting of the Executive Board, it is irrelevant where any member of the Executive Board is or how they communicate with each other.
- 12.3 If all the members of the Executive Board 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.

## 13 Quorum for Executive Board meetings

- 13.1 At a meeting of the Executive Board, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 13.2 The quorum for meetings of the Executive Board is six.
- 13.3 If the total number of members of the Executive Board for the time being is less than the quorum required, the members of the Executive Board must not take any decision other than a decision:
- 13.3.1 to appoint further members of the Executive Board, or
  - 13.3.2 to call a general meeting so as to enable the Members to appoint further members of the Executive Board.

## **14 Chairman**

- 14.1 Every year the Executive Board shall appoint one of its members to act as the Chairman for the coming year. No person shall hold the office of Chairman for more than three consecutive years.
- 14.2 If the Chairman resigns, the Executive Board shall appoint a replacement.
- 14.3 The Executive Board may terminate the Chairman's appointment at any time.
- 14.4 The Chairman shall be responsible for chairing meetings of the Executive Board.
- 14.5 If the Chairman is absent from or unable to attend any meeting of the Executive Board, the members of the Executive Board may appoint any one of their number to chair it. If the Chairman is not participating in a meeting of the Executive Board within fifteen minutes of the time at which it was to start, the participating members of the Executive Board may appoint one of themselves to chair it.

## **15 Records of decisions to be kept**

- 15.1 The Executive Board must ensure that the WSTA complies with the requirements of section 248 of the Companies Act 2006 by causing minutes of all proceedings at meetings of the Executive Boards to be recorded and authenticated in accordance with section 249 of the Companies Act 2006.

## **16 Discretion to make further rules**

- 16.1 Subject to these Articles, the members of the Executive Board 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 members of the Executive Board.

## **17 Directors' interests: transactions and arrangements with the WSTA**

- 17.1 This Article applies to any interest in a proposed or existing transaction with the WSTA that a member of the Executive Board is under a duty to declare or is exempt from declaring pursuant to sections 177 and 182 of the Companies Act 2006.
- 17.2 A member of the Executive Board may, notwithstanding his office, be a party to, or otherwise directly or indirectly interested in, any existing or proposed transaction or arrangement with the WSTA or in which the WSTA is otherwise interested, provided that he has declared to the other members of the Executive Board the nature and extent of that interest in accordance with section 177 or 182 of the Companies Act 2006, whichever of them applies.
- 17.3 A member of the Executive Board need not make a declaration pursuant to Article 17.2 if or to the extent that he need not do so as provided by Section 177(6) or 182(6) of the Companies Act 2006.
- 17.4 If a proposed decision of the Executive Board is concerned with an actual or proposed transaction or arrangement with the WSTA or in which the WSTA is otherwise interested to which a member of the Executive Board is to be a party to or in which he is otherwise directly or indirectly interested, provided that he has complied with Article 17.1, that member of the Executive Board is to be counted as participating in the decision-making process for quorum, voting or agreement purposes.
- 17.5 For the purposes of this Article 17, references to proposed decisions and decision-making processes include any meeting of the Executive Board or part of a meeting of the Executive Board.

17.6 Provided that he has complied with Article 17.1, a member of the Executive Board shall not, solely by reason of his office, be accountable to the WSTA for any benefit which he (or a person connected with him) derives from being a party to, or otherwise directly or indirectly interested in, any transaction or arrangement with the WSTA or in which the WSTA is otherwise interested and the transaction or arrangement shall not be liable to be avoided solely on the ground of any such interest.

## 18 Directors' interests: other conflicts

18.1 This Article 18 applies where a member of the Executive Board holds any office (whether as a director or otherwise) or employment with another body corporate or firm or has any other direct or indirect interest that conflicts or possibly may conflict with the interests of the WSTA (other than a direct or indirect interest arising in relation to a transaction or arrangement with the WSTA) which would or might otherwise constitute or give rise to a breach by that person of his duty under section 175 of the Companies Act 2006.

18.2 The members of the Executive Board shall have power, for the purposes of section 175 of the Companies Act 2006, to authorise the holding of any such office, employment or interest by that person.

18.3 Authorisation by the members of the Executive Board of a matter within this Article 18 shall be effective for the purposes of section 175 of the Companies Act 2006 only if:

18.3.1 the matter in question shall have been proposed by the member of the Executive Board in writing for consideration by the members of the Executive Board at a meeting of the members of the Executive Board;

18.3.2 any requirement as to the quorum at the meeting of the members of the Executive Board at which the matter is considered is met without counting the member of the Executive Board in question and any other interested member of the Executive Board (together referred to as the "Interested Members of the Executive Board");

18.3.3 the matter was agreed to without the Interested Members of the Executive Board voting or would have been agreed to if the votes of the Interested Members of the Executive Board had not been counted; and

18.3.4 authorisation is given by the members of the Executive Board prior to the member of the Executive Board in question taking up the office, employment or interest in question or prior to his being appointed as member of the Executive Board (whichever is later).

18.4 Any authorisation by the members of the Executive Board of a matter pursuant to this Article 18 shall be subject to such conditions or limitations as the members of the Executive Board may determine, whether at the time such authorisation is given or subsequently and may be terminated by the members of the Executive Board at any time.

18.5 A member of the Executive Board shall comply with any obligations imposed on him by the members of the Executive Board in relation to any authorisation given by them pursuant to this Article 18.

18.6 Subject to this Article 18, a member of the Executive Board shall not be in breach of any duty to the WSTA arising solely by virtue of:

- 18.6.1 the holding of an office or employment or interest that has been authorised by the Executive Board pursuant to this Article 18 (an "Authorised Interest"); and/or
  - 18.6.2 any actual or potential conflict of interest which may reasonably be expected to arise out of an Authorised Interest; and/or
  - 18.6.3 that person complying with any obligations imposed on him by the Executive Board in relation to an Authorised Interest; and/or
  - 18.6.4 that person failing to disclose to the WSTA any confidential information that has come to him solely by reason of his holding an Authorised Interest.
- 18.7 Subject to the provisions of this Article 18 and save as otherwise agreed by him, a member of the Executive Board shall not, solely by reason of his office, be accountable to the WSTA for any remuneration or benefit which he (or a person connected with him) derives from the holding of an Authorised Interest.

## 19 Directors' interests: acceptance of third party benefits

- 19.1 This Article 19 applies to the acceptance by a member of the Executive Board of a benefit from a third party conferred on him by reason of his being a member of the Executive Board or his doing (or not doing) anything as member of the Executive Board (a "Third Party Benefit") which would or might otherwise constitute or give rise to a breach by the member of the Executive Board of his duty under section 176 of the Companies Act 2006. For the purposes of this Article 19, "third party" has the same meaning as in section 176 of the Companies Act 2006.
- 19.2 Subject to this Article 19 and save as otherwise agreed by him, a member of the Executive Board shall not, solely by reason of his office, be accountable to the WSTA for a Third Party Benefit provided that he has disclosed the Third Party Benefit to the other members of the Executive Board (if any) in writing and the members of the Executive Board have authorised acceptance of that benefit at a meeting of members of the Executive Board.
- 19.3 If a proposed decision of the members of the Executive Board is concerned with a matter falling within this Article 19, the interested member of the Executive Board and any other interested member of the Executive Board shall not be counted as participating in the decision-making process for quorum, voting or authorisation purposes.
- 19.4 For the purposes of this Article 19, references to proposed decisions and decision-making processes include any meeting of the Executive Board or part of a meeting of the Executive Board.

## 20 Appointments to the Executive Board

- 20.1 Any person who is:
- 20.1.1 a Member or the representative of a Member;
  - 20.1.2 willing to act as a member of the Executive Board;
  - 20.1.3 permitted by law to do so; and
  - 20.1.4 nominated for appointment by the Nominations Committee,
- may be appointed to be a member of the Executive Board by Ordinary Resolution or by a decision of the members of the Executive Board.

- 20.2 A Member may at any time nominate a candidate for appointment to the Executive Board by sending their nomination in writing to the Chief Executive at the WSTA's registered office. A nomination must be signed by a proposer and seconder, both of whom shall be Members. The Chief Executive shall submit nominations to the Nominations Committee for consideration.
- 20.3 A member of the Executive Board shall serve for a three year term, following which the Executive Board shall decide whether or not to re-appoint him or her.
- 20.4 The Executive Board shall consist of no more than twenty-two persons.

## 21 Termination of appointment

- 21.1 A person ceases to be a member of the Executive Board as soon as:
- 21.1.1 that person has been absent without permission from at least half of the total number of meetings of the Executive Board held during a period of 12 consecutive calendar months and the Executive Board makes a decision to vacate that person's office; or
  - 21.1.2 that person, or the company, corporation, partnership or unincorporated association which he represents, ceases to be a Member; or
  - 21.1.3 being a representative of a company, corporation, partnership or unincorporated association which is a Member, that person ceases to be authorised or qualified to represent that Member; or
  - 21.1.4 a bankruptcy order is made against that person; or
  - 21.1.5 a composition is made with that person's creditors generally in satisfaction of that person's debts; or
  - 21.1.6 that person is, or may be, suffering from mental disorder and either:
    - 21.1.6.1 he is admitted to hospital in pursuance of an application for admission for treatment under mental health legislation for the time being in force in any part of the United Kingdom; or
    - 21.1.6.2 an order is made by a court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder for his detention or which wholly or partly prevents that person from personally exercising any powers or rights which that person otherwise would have; or
  - 21.1.7 that person ceases to be a member of the Executive Board by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law; or
  - 21.1.8 that person notifies the WSTA that he or she is resigning from office, and such resignation has taken effect in accordance with its terms.

## 22 Chief Executive

- 22.1 The Executive Board shall appoint a Chief Executive for such time, at such salary and other emoluments and upon such terms and conditions as the Executive Board thinks fit. The Chief Executive shall be a member of the Executive Board.
- 22.2 The Chief Executive shall have overall responsibility for the day to day management of the WSTA.

- 22.3 In the event that the Chief Executive is absent or is unable to act for any reason, the Executive Board may from time to time appoint another person to act on a temporary basis until the Chief Executive is able to return to work. In the event that the Chief Executive resigns or ceases to act for any reason, the Executive Board may appoint a replacement in accordance with Article 22.1.

## 23 Secretary

- 23.1 The Executive Board may (but need not) appoint a secretary to the WSTA for such period, for such remuneration and upon such conditions as they think fit, and any secretary so appointed by the Executive Board may be removed by it.

## 24 Annual subscription

- 24.1 The amount of the annual subscription payable to the WSTA by its Members, and the date or dates on which the subscription becomes due and payable, shall be fixed by the Executive Board from time to time.
- 24.2 Any subscription fee that has become due and payable by a Member in accordance with these Articles is a debt due to the WSTA from that Member and recoverable by legal process.

## 25 Applications for membership

- 25.1 No person shall become a Member unless:
- 25.1.1 that person has completed an application for membership in a form approved by the Executive Board;
  - 25.1.2 that person has paid the annual subscription for membership of the WSTA; and
  - 25.1.3 the Chief Executive has approved the application.
- 25.2 The Executive Board may from time to time vary the terms and conditions upon which persons can apply to become Members.
- 25.3 At each meeting of the Executive Board the Chief Executive shall report, or procure that the secretary reports, to the Executive Board the names of all new Members who have joined the WSTA since the last meeting of the Executive Board.

## 26 Termination of membership

- 26.1 A Member may withdraw from membership of the WSTA by giving at least 3 months' notice to the WSTA in writing before the end of the year to which his subscription has been paid. In default of the Member giving 3 months' notice, the Member shall be liable for the annual subscription for the following year.
- 26.2 Membership of the WSTA is not chargeable or transferable by operation of law or otherwise.
- 26.3 A person's membership terminates when:
- 26.3.1 that person dies or ceases to exist; or
  - 26.3.2 that person (being an individual) becomes bankrupt or makes any composition or arrangement with his creditors or (being a company or limited liability partnership or other corporate entity) goes into liquidation whether compulsory or voluntary, or any step is taken by any party to appoint a receiver, administrative receiver or manager in respect of the whole or a substantial part of the assets or undertaking of that person, or

if any analogous step is taken in any jurisdiction in which that person carries on business; or

26.3.3 the Executive Board passes a resolution to terminate that person's membership with immediate effect where that person has failed to pay the annual subscription when due; or

26.3.4 the Executive Board passes a resolution to terminate that person's membership with immediate effect where, in the Executive Board's opinion, the continued membership of that person is in any way harmful or detrimental to the WSTA or its Members.

26.4 A person who ceases to be a Member shall remain liable for all monies that are due and owing to the WSTA at the time that his membership terminated and any sum which may become payable by him pursuant to Article 2.1.

26.5 A person who ceases to be a Member is not entitled to any repayment or refund of any subscription or other money paid by him to the WSTA.

## **27 Information collected from Members**

27.1 For the prevention or detection of offences and/or the apprehension or prosecution of offenders, the WSTA may share any information that it collects from its Members with the police and any other public or private sector agencies or representative bodies.

27.2 Information shared in this way will not be used for marketing purposes.

## **28 Written resolutions of Members**

28.1 Subject to Article 28.2, a written resolution of the Members passed in accordance with Part 13 of the Companies Act 2006 is as valid and effectual as a resolution passed at a general meeting of the WSTA.

28.2 The following may not be passed as a written resolution and may only be passed at a general meeting:

28.2.1 a resolution under section 168 of the Companies Act 2006 for the removal of a member of the Executive Board before the expiration of his period of office; and

28.2.2 a resolution under section 510 of the Companies Act 2006 for the removal of an auditor before the expiration of his period of office.

28.3 On a written resolution, each Member has one vote.

## **29 Notice of general meetings**

29.1 Every notice convening a general meeting of the WSTA must comply with the provisions of:

29.1.1 section 311 of the Companies Act 2006 as to the provision of information regarding the time, date and place of the meeting and the general nature of the business to be dealt with at the meeting; and

29.1.2 section 325(1) of the Companies Act 2006 as to the giving of information to Members regarding their right to appoint proxies.

29.2 Every notice of, or other communication relating to, any general meeting which any Member is entitled to receive must also be sent to each of the members of the Executive Board and to the auditors (if any) for the time being of the WSTA.

## 30 Attendance and speaking at general meetings

30.1 A Member attends a general meeting when that person is physically present at the meeting in person or by proxy or by corporate representative (whichever is appropriate).

30.2 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.

30.3 A person is able to exercise the right to vote at a general meeting when:

30.3.1 that person is able to vote, during the meeting, on resolutions put to the vote at the meeting; and

30.3.2 that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.

30.4 The members of the Executive Board may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.

## 31 Quorum for general meetings

31.1 Five Members being present at a general meeting in person or by one or more proxies or, in the event that any Member present is a corporation, by one or more corporate representatives, are a quorum. No business is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

## 32 Chairing general meetings

32.1 The Chairman shall chair general meetings if present and willing to do so.

32.2 If the Chairman is unwilling to chair the meeting or is not present within fifteen minutes of the time at which a meeting was due to start, the meeting must appoint a member of the Executive Board to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

32.3 The person chairing a meeting in accordance with this Article 32 is referred to as "the chairman of the meeting".

32.4 For the avoidance of doubt, the chairman of the meeting shall not have a casting vote.

## 33 Attendance and speaking by non-Members

33.1 Members of the Executive Board may attend and speak at general meetings, whether or not they are Members, in person or by telephone or by any other means that allows them to communicate with the meeting.

33.2 The chairman of the meeting may permit other persons who are not:

33.2.1 Members, or



33.2.2 otherwise entitled to exercise the rights of Members in relation to general meetings, to attend and speak at a general meeting.

## 34 Adjournment

34.1 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 chairman of the meeting must adjourn it. If, at the adjourned general meeting, a quorum is not present within half an hour from the time appointed therefore or, alternatively, a quorum ceases to be present, the adjourned meeting shall be dissolved.

34.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

34.2.1 the meeting consents to an adjournment, or

34.2.2 it appears to the chairman 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.

34.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

34.4 When adjourning a general meeting, the chairman of the meeting must:

34.4.1 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 members of the Executive Board, and

34.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

34.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the WSTA 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):

34.5.1 to the same persons to whom notice of the WSTA's general meetings is required to be given, and

34.5.2 containing the same information which such notice is required to contain.

34.6 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.

## 35 Voting: general

35.1 A resolution put to the vote of a general meeting must be decided on a show of hands.

35.2 Each Member (whether an individual, or attending by one or more proxies, or if a corporation attending by one or more corporate representatives) has one vote only.

## 36 Errors and disputes

36.1 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.

36.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

## 37 Content of proxy notices

- 37.1 Proxies may only validly be appointed by a notice in writing (a “proxy notice”) which:
- 37.1.1 states the name and address of the Member appointing the proxy;
  - 37.1.2 identifies the person appointed to be that Member’s proxy and the general meeting in relation to which that person is appointed;
  - 37.1.3 is signed by or on behalf of the Member appointing the proxy, or is authenticated in such manner as the Executive Board may determine; and
  - 37.1.4 is delivered to the WSTA in accordance with these Articles and any instructions contained in the notice of the general meeting to which they relate.
- 37.2 The WSTA may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 37.3 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.
- 37.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 37.4.1 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
  - 37.4.2 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.
- 37.5 A proxy notice and any authentication of it demanded by the members of the Executive Board must be received at an address specified by the WSTA in the proxy notice not less than 48 hours before the time for holding the meeting or adjourned meeting at which the proxy appointed pursuant to the proxy notice proposes to vote and any proxy notice received at such address less than 48 hours before the time for holding the meeting or adjourned meeting shall be invalid.

## 38 Delivery of proxy notices

- 38.1 A person who is entitled to attend, speak or vote 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 the WSTA by or on behalf of that person.
- 38.2 An appointment under a proxy notice may be revoked by delivering to the WSTA a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 38.3 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.
- 38.4 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.

## 39 Amendments to resolutions

- 39.1 An Ordinary Resolution to be proposed at a general meeting may be amended by Ordinary Resolution if:

- 39.1.1 notice of the proposed amendment is given to the WSTA 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 chairman of the meeting may determine), and
  - 39.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 39.2 A Special Resolution to be proposed at a general meeting may be amended by Ordinary Resolution, if:
- 39.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - 39.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 39.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

## 40 Means of communication to be used

- 40.1 Subject to these Articles, anything sent or supplied by or to the WSTA under these 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 the WSTA.
- 40.2 Subject to these Articles, any notice or document to be sent or supplied to a member of the Executive Board in connection with the taking of decisions by the Executive Board may also be sent or supplied by the means by which that member of the Executive Board has asked to be sent or supplied with such notices or documents for the time being.
- 40.3 A member of the Executive Board may agree with the WSTA that notices or documents sent to that member of the Executive Board 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.
- 40.4 Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the WSTA to a person by being made available on a website.
- 40.5 Subject to the provisions of the Companies Act 2006, a document or information may be sent or supplied by the WSTA to a Member by e-mail to an e-mail address notified to the WSTA by that Member.
- 40.6 A Member whose registered address is not within the United Kingdom and who gives to the WSTA an address within the United Kingdom at which notices may be sent to him or an address to which notices may be sent by electronic means is entitled to have notices sent to him at that address but otherwise no such Member is entitled to receive any notices from the WSTA.
- 40.7 If the WSTA sends or supplies notices or other documents:
- 40.7.1 by first class post and the WSTA proves that such notices or other documents were properly addressed, prepaid and posted, the intended recipient is deemed to have received such notices or other documents 48 hours after posting;

- 40.7.2 by electronic means and the WSTA proves that such notices or other documents were properly addressed, the intended recipient is deemed to have received such notices or other documents 24 hours after they were sent or supplied; or
  - 40.7.3 by means of a website, the intended recipient is deemed to have received such notices or other documents when such notices or other documents first appeared on the website or, if later, when the intended recipient first received notice of the fact that such notices or other documents were available on the website.
- 40.8 For the purposes of this Article 40, no account shall be taken of any part of a day that is not a working day.

## 41 Accounts and other records

- 41.1 The Executive Board shall cause proper accounting records to be kept as are necessary to comply with Section 386 of the Companies Act 2006.
- 41.2 The accounting records shall be kept at the WSTA's registered office or, subject to section 388 of the Companies Act 2006, at such other place or places as the Executive Board shall from time to time determine and shall at all times be open to inspection by the WSTA's officers.

## 42 Auditors

- 42.1 The Executive Board shall each year appoint auditors to audit the accounts of the WSTA at least once a year in accordance with Part 16 of the Companies Act 2006.

## 43 Indemnity

- 43.1 Subject to Article 43.2, a relevant member of the Executive Board or an associated company or other officer may be indemnified out of the WSTA's assets against:
  - 43.1.1 any liability incurred by that person in connection with any negligence, default, breach of duty or breach of trust in relation to the WSTA or an associated company; or
  - 43.1.2 any other liability incurred by that person as an officer of the WSTA or an associated company,

provided that the WSTA shall not indemnify any such person against fines, the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of that person, and liabilities arising from conduct which that person knew or ought to have known was not in the best interests of the WSTA.

- 43.2 This Article 424 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.
- 43.3 In this Article 424:
  - 43.3.1 companies are associated if one is a Subsidiary of the other or both are subsidiaries of the same body corporate, and
  - 43.3.2 a "relevant member of the Executive Board" means any member of the Executive Board or former member of the Executive Board or a director or former director of an associated company.

## 44 Insurance

44.1 The Executive Board may decide to purchase and maintain insurance, at the expense of the WSTA, for the benefit of any relevant member of the Executive Board or other officer in respect of any relevant loss.

44.2 In this Article 44:

44.2.1 a “relevant member of the Executive Board” has the same meaning as in Article 43.3.2;

44.2.2 a “relevant loss” means any loss or liability which has been or may be incurred by a relevant member of the Executive Board in connection with that person’s duties or powers in relation to the WSTA or any associated company; and

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