

*The Companies Act 1985 and 1989*

COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

**Articles of Association**

OF

MARCHER APPLE NETWORK

**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 1985 and every statutory modification and re-enactment thereof for the time being in force.
These Articles	These Articles of Association, and the regulations of the Association from time to time in force.
The Association	The above-named Company.
The Council	The Board of Directors for the time being of the Association.
The Office	The registered office of the Association.
The United Kingdom	Great Britain and Northern Ireland.
Month	Calendar Month.
In Writing	Written, printed or lithographed, or partly one and partly another, and other modes of representing or producing words in a visible form.
Clear Days	In relation to a period of notice means that period excluding the day when the notice is given or deemed to be given and the day for which <i>it</i> is given or on which it is to take effect.

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

Wordings importing the masculine gender only shall include the feminine gender; and

Words imparting persons shall include corporations.

Subject as aforesaid, any words or expressions defined in the Act shall, *if not*

inconsistent with the subject or context, bear the same meanings in the Articles.

2. The Association is established for the purposes expressed in the Memorandum of Association.
3. The subscribers to the Memorandum of Association and such other persons as the Council shall admit to membership in accordance with the Articles shall be members of the Association. No person shall be admitted as a member of the Association unless he is approved by the Council. Every person who wishes to become a member shall deliver to the Association an application for membership in such form as the Council require executed by him.
4. A member may at any time withdraw from the Association by giving at least seven clear days' notice to the Association. Membership shall not be transferable and shall cease on death.

#### GENERAL MEETINGS

5. Unless the Association has elected by Elective Resolution to dispense with the holding of Annual General Meetings the Association shall hold a General Meeting in every calendar years as its Annual General Meeting at such time and place or in such format 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 not more than fifteen months after 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.
  - 5a. Annual General Meetings and Extraordinary General Meetings may, at the discretion of the Council, be held online by means of a social conferencing platform. Online attendance may also be arranged at face-to-face General Meetings in order to facilitate attendance by as many members as possible.
6. All General Meetings, other than Annual General Meetings, shall be called Extraordinary General Meetings.
7. 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 may be convened by such requisitions, as provided by Section 368 of the Act.
8. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution or an Elective Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place or format, the day and the hour of the meeting, and in case of special business the general nature of that business, shall be given in a manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association, but with the consent of all 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 notices as those members think fit.
9. 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.

10. 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 the place of those retiring, and the appointment of, and the fixing of the remuneration of, the Auditors
11. No business shall be transacted at any General Meeting unless a quorum is present at the meeting or attending online when the meeting proceeds to business. Save as herein otherwise provided three members or 5% of current membership are personally present, whichever is the greater.
12. 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.
13. The Chairman (if any) of the Council shall preside as Chairman at every General Meeting, but if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding the same, or shall be unwilling to preside, the 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 member of the Association who shall be present to preside.
14. 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 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 be given in the same manner as of the 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.
15. At any such General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or appropriate indication by online participants, unless a poll is, before or upon the declaration of the result, demanded by the Chairman or at least two Trustees present in person or online or by proxy, or by a member or members present in person or online or by proxy and representing one-tenth of the total voting right of all members having a right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book 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 that resolution. The demand for a poll may be withdrawn.
16. Subject to the provisions of Article 21, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the Chairman of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
17. No poll shall be demanded on the election of a Chairman of a meeting, or on any question of adjournment.

18. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the Meeting shall be entitled to a second casting vote.
19. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
20. 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 Association duly convened and held.

## VOTES OF MEMBERS

21. Subject as hereinafter provided, every member shall have one vote.
22. Save as herein expressly provided, no member other than a member duly registered, who shall have paid every subscription and other sum (if any) which shall be due and payable to the Association in respect of his membership, shall be entitled to vote on any question either personally or by proxy, or as a proxy for another member, at a General Meeting.
23. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.
24. Votes may be given on a poll either personally or by proxy. On a show of hands or appropriate indication by online participants a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act. A proxy need not be a member.\*
25. The Instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing, or if such appointor is a corporation under its common seal, if any, and, if none, then under the hand of some officer duly authorised in that behalf.
26. 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 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 vote, or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll, 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.
27. 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 adjourned meeting at which the proxy is used.
28. Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit ---
- “
- “I
- “of
- “a member of
- “hereby appoint
- “of
- “and failing him,
- “of
- “as my proxy to vote for me on my behalf at the
- “[Annual Extraordinary,] General Meeting of the Association to be held

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\* Note --- Very commonly no provision is made for proxies and accordingly this group of articles is modified. Section 372(1) of the Companies Act 1985 does not apply to companies of this kind, unless the Articles otherwise provide. It is therefore permissible to provide that a proxy must be a member.

on  
“ , and at any adjournment thereof and to vote for/against the  
resolution “  
“Signed on “\*

The Instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

COUNCIL OF MANAGEMENT\*

- 29. Until otherwise determined by a General Meeting, the number of the members of the Council shall not be less than four nor more than twelve.
- 30. The first members of the Council shall be as named in the Statement delivered to the Registrar of Companies pursuant to Section 10 of the Act.
- 31. The Council may from time to time and at any time appoint any member of the Association 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 his office only until the next Annual General Meeting, but he shall then be eligible for re-election.
- 32. No person who is not a member of the Association shall in any circumstance be eligible to hold office as a member of the Council.

POWERS OF COUNCIL.

- 33. 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 of 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 the Act or by the Articles required to be exercised or done by the Association in General Meeting, subject nonetheless to any regulations of the Articles, to the provisions of the Act 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 Generation Meeting shall invalidate any prior act of the Council which would have been valid if the regulation had not been made.
- 34. 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 the Articles, it shall be lawful for them to act as the Council for the purpose of admitting persons to membership of the Association, filling vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

SECRETARY

- 35. Subject to the provisions of the Act the Secretary shall be appointed by the Council for such time at such remuneration and upon such conditions as they may think fit, and any Secretary

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\* Table C adopts an alternative form of proxy contained in Regulation 61 of Table A, which in terms provides for a vote in favour of or against the resolution to be proposed. This can be added here if desired.

\* Very commonly special arrangements are made as to the constitution and appointment of the Council, in which case Articles 33 to 35 and the Articles as to rotation will be superseded. They are inserted here only tentatively.

so appointed may be removed by them. The provisions of Sections 283 and 284 of the Act shall apply and be observed. The Council may from time to time by resolution appoint an assistant or deputy Secretary, and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting.

#### DISQUALIFICATION OF MEMBERS OF THE COUNCIL

36. The office of a member of the Council shall be vacated ---

- (A) If he becomes bankrupt or makes any arrangement or composition with his creditors generally.
- (B) If he becomes of unsound mind.
- (C) If he ceases to be a member of the Association.
- (D) If by notice in writing to the Association he resigns his office.
- (E) If he ceases to hold office by virtue of any provision of the Act or becomes prohibited by law from being a Director of a Company.

#### ROTATION OF MEMBERS OF THE COUNCIL

37. At the first Annual General Meeting and at any Annual General meeting to be held in any subsequent year, one-third of the members of the Council for the time being, or if their number is not a multiple of three then the number nearest to one-third, shall retire from office.
38. The members of the Council to retire shall be those who have been longest in office since their last election or appointment. As between members of equal seniority, the members to retire shall in the absence of agreement be selected from among them by lot. The length of time a member has been in office shall be computed from his last election or appointment. A retiring member of the Council shall be eligible for re-election.
39. The Association may, at the meeting which a member of the Council retires in manner aforesaid, fill up the vacated office by electing a person thereto, and in default the retiring member shall, if offering himself for re-election, be deemed to have been re-elected, unless at such meeting it is expressly resolved not to fill such vacated office, or unless a resolution for the re-election of such member shall be put to the meeting and lost.
40. No person not being a member of the Council retiring at the meeting shall, unless recommended by the Council for election, be eligible for election to membership of the Council at any General Meeting, unless within the prescribed time before the day appointed for the meeting there shall have been given to the Secretary notice in writing, by some member duly qualified to be present and vote at the meeting for which such notice is given, of his intention to propose such person for election, and also notice in writing, signed by the person to be proposed, of his willingness to be elected. The prescribed time above mentioned shall be such that, between the date when the notice is served, or deemed to be served, and the day appointed for the meeting there shall be not less than four nor more than twenty-eight intervening days.
41. The Association may from time to time in General Meeting increase or reduce the number of members of the Council, and determine in what rotation such increased or reduced number shall go out of office, and may make the appointments necessary for effecting any such increase.
42. In addition and without prejudice to the provisions of Section 303 of the Act, the Association may by Extraordinary Resolution remove any member of the Council before the expiration of

his period of office, and may by an Ordinary Resolution appoint another qualified member in his stead; but any person so appointed shall retain his office so long only as the member in whose place he is appointed would have held the same if he had not been removed.

#### PROCEEDINGS OF THE COUNCIL.

43. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Meetings may be attended in person or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants. Unless otherwise determined, three 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 Chairman shall have a second or casting vote.
44. A member of the Council may, and on the request of a member of the Council the Secretary shall, at any time, summon a meeting of the Council by notice served upon the several members of the Council. A member of the Council who is absent from the United Kingdom shall not be entitled to notice of a meeting.
45. The Council shall from time to time elect a Chairman who shall be entitled to preside at all meetings of the Council at which he shall be present, and may determine for what period he is to hold office, but if no such Chairman be elected, or if at any meeting the Chairman 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 Chairman of the meeting.
46. 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.
47. The Council may delegate any of their powers to committees consisting of such member 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 the Articles 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.
48. 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.
49. The Council shall cause proper records to be kept of all Written Resolutions (and of the signatures). The Council shall cause proper minutes to be made of all appointments of officers made in 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. All such records (and signatures) and minutes shall be entered in books provided for the purpose. Any such record purporting to be signed by a Director or by the Secretary shall be evidence of the proceedings in agreeing to the Written Resolution and until the contrary is proved the requirements of the Act with respect to those proceedings shall be deemed to be complied with. Any such minutes of any meeting, if purporting to be signed by the Chairman

of such meeting, or by the Chairman of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated.

50. A resolution in writing signed by all 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 had been passed at a meeting of the Council or of such committee duly convened and constituted.

#### ACCOUNTS

51. The Council shall cause accounting records to be kept in accordance with the requirements of the Act.
52. The accounting records shall be kept at the office, or, subject to the provision 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 offices of the Association.
53. The Council shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting records of the Association or any of them shall be open to the inspection of members not being officers of the Association, and no member (not being an officer) shall have any right of inspecting any accounting records or other book or document of the Association except as conferred by statute or authorised by the Council or by the Association in General Meeting.
54. The Council shall from time to time in accordance with the provisions of the Act cause to be prepared such income and expenditure accounts, balance sheets and reports as are required by the Act. The Council shall send a copy of the annual accounts together with a copy of the Council's report for the financial year and a copy of the Auditors' report on those accounts to the Auditors and to every person entitled to receive the same in accordance with Section 238 of the Act not less than 21 days before the date of the meeting at which those documents are to be laid in accordance with Section 241 of the Act, or, where there is in force an election by Elective Resolution to dispense with the laying of accounts and report, not less than 28 days before the end of the period allowed for laying and delivering the same.

#### AUDIT.

55. In accordance with the provisions of the Act 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 of the Directors under the provisions of Section 221, 226, 249(1) and 249B(2) of the Companies Act 1985. Special provisions relating to small companies within Part VII of the Companies Act 1985 shall also apply.

#### NOTICES.

56. A notice may be served by the Association upon any member, either personally or by sending it through the post in a prepaid letter, addressed to such member at his registered address as appearing in the register of members.
57. Any member described in the register of members by 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 him, shall be entitled to have notices served upon him at such address, but, save as aforesaid and as provided by the Act, only those 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.
58. Notice of General meetings may be served by either e-mail or by second class post, according to the preference of the member. Any notice, if served by e-mail, shall be deemed to have been served on the same day the notice was sent, and to prove such service it shall be sufficient to prove that the e-mail was properly addressed and dispatched without an error

message having been received. Any notice, if served by post, shall be deemed to have been served on the third day following that on which the letter containing the same is posted, and to prove such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted by prepaid post.