

**ARTICLES OF ASSOCIATION**  
of  
**The Fibreoptic Industry Association Ltd**  
**The Companies Act 1985**  
**Company Limited by Guarantee**  
**and not having a Share Capital**

**Amendments to the main body**

Affected topic: 12.1

19th Nov 1996 - following a special resolution the following was agreed Number of Council members - 'it was agreed to increase the number of Council members from 6 to 7'

Affected topic: 12.1

28th Nov 1997 - following a special resolution the following was agreed Number of Council members - 'it was agreed to increase the number of Council members from 7 to 8'

Affected topic: 12

2nd December 1999 - following a special resolution the following was agreed - ADD ' Disqualification of Members of the Council ' If he or she fails to attend in person three consecutive meetings of the Compnay over a period of not less than nine calendar months'

Affected topic: 12.1

5th Dec 2001 - following a special resolution the following was agreed Number of Council members - 'it was agreed to increase the number of Council members from 8 to 9'

**Main body**

**1. INTERPRETATION**

In these articles:

- a. 'the Act' means the Companies Act 1985.
- b. 'the Association' means the above named Association.
- c. 'these present' means these Articles of Association and the regulations of the Association from time to time in force.
- d. 'the Council' means the Council of Management of the Association for the time being.
- e. 'the Secretary' means any person appointed to perform the duties of the Secretary of the Association.
- f. 'the United Kingdom' means Greta Britain and Northern Ireland.
- g. 'Fibreoptic' means any fibre optic apparatus, devices or services ascribed to it from time to time by the relevant technical committee of the International Standards Organisation.

**2. PURPOSES**

- 2.1 The Association is established for the purposes expressed in the Memorandum of Association.
- 2.2 The provisions of Section 352 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.
- 2.3 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with the provisions hereinafter contained shall be members of the Association.

**3. ELIGIBILITY FOR MEMBERSHIP**

- 3.1 Full corporate membership of the Association shall be open to any public or private company, company limited by guarantee, professional or commercial partnership, or sole trader which is actively engaged in the U.K. in commercial activities involving fibre optics.
- 3.2 For the purposes of this Article 'inter-related companies' shall means any two or more companies the relationship between which is that of a holding company and a subsidiary company or vice versa or subsidiaries of the same holding company (within the meaning of Section 736 of the Act as may be amended from time to time), or separate divisions of the same company.

3.3 Inter-related companies shall be eligible for separate membership of the Association on the basis of any such inter-related companies joining as an independent member.

3.4 Without prejudice to the generality of the foregoing such inter-related companies shall not be counted together as one member for the purposes of calculating subscriptions and voting under these articles.

#### **4. ASSOCIATE MEMBERSHIP**

4.1 Companies, individuals and partnerships whose activities are closely related to the Fibre Optic industry but do not satisfy all the requirements of Article 4 hereof shall be eligible for election as Associate members. Associate members shall pay such initial and annual subscription as shall from time to time be determined by the Council but shall not be entitled to vote on or to nominate representatives for election to the Council and shall be eligible for reduced services from the Association.

#### **5. HONORARY MEMBERSHIP**

5.1 The Council may by unanimous resolution elect honorary members.

5.2 Honorary members shall have no voting rights nor be eligible for election to the Council.

#### **6. ELECTION TO MEMBERSHIP**

6.1 Application for full or associate membership shall be made in writing to the secretary who shall give consideration in respect of the application as to eligibility and suitability of membership category applied for in accordance with guidelines which shall be set from time to time by the Council. When the application meets the conditions set out in these guidelines the Secretary shall have power to approve and admit to such membership but shall in all other cases refer the application to the Council.

6.2 Each application referred to the Council by the Secretary under sub-paragraph 7.1 of this Article shall be considered and, on a resolution by simple majority of Council members present and voting in favour thereof, be approved and the applicant shall thereupon be admitted to full corporate or associate membership of the Association as the case may be.

6.3 Joining fees and annual subscriptions shall be as from time to time laid down by the Council.

#### **7. CESSATION OF MEMBERSHIP**

A member shall ipso facto cease to be such:

7.1 The Member resigns by giving at least six calendar months notice in writing to the Secretary and provided that such Members have paid all subscriptions due from it such resignation shall take effect on the expiration of such notice.

7.2 If the Member be wound up (not being a member's voluntary winding up for the purpose of reconstruction or amalgamation).

7.3 If in the opinion of the Council expressed by a vote of at least two-thirds of those present the Member ceases to be eligible under Article 4 hereof.

7.4 If the Member's subscription shall remain unpaid three calendar months after the same has become due and the Council resolves that its membership shall be terminated.

7.5 If a resolution be passed by the members of the Association in general meetings for the expulsion of such Member under the article next following.

7.6 In the event of the members belonging any one group of inter-related companies acquiring a joint voting entitlement in excess of 20% of the total voting entitlement of the membership of the Association such one or more of such members (in the reverse order to which they were admitted to membership) as may be necessary to reduce such percentage to 20 or less shall ipso facto cease to be such but shall forthwith acquire the status of Associate members.

#### **8. EXPULSION**

8.1 The majority of Members present and voting at any meeting of the Association may by ordinary resolution expel any Member who acts in breach of these articles or of any lawful resolution of members duly passed or whose conduct renders it in their opinion unfit to be a member of the Association provided that such resolution shall not be contrary to law nor require registration

under the Restrictive Trade Practices Act 1956 or any statutory reenactment or modification thereof.

8.2 On any such resolution being proposed, the Member concerned shall be given a reasonable opportunity to be heard.

8.3 Any Member so expelled shall be eligible for re-election subject to such undertaking as regards its future conduct as the Council may require.

## **9. GENERAL MEETINGS**

9.1 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 not more than fifteen months after the holding of the last preceding 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.

9.2 Any three members of the Council may whenever they think fit convene a General Meeting at such time and place as may be determined by the Council provided that at least thirty days notice of any such meeting shall be given except in special circumstances, exclusive in every case both of the day on which it is served and of the day for which it is given, specifying the place, the day and hour of the meeting and the general nature of the business to be discussed and General Meetings shall also be convened in accordance with Section 368 of the Act.

9.3 Thirty days notice at the least of every Annual General Meeting shall be given. An Extraordinary General Meeting to pass a Special Resolution shall be held at the discretion of the Council or at the request of one-third of the Association members or five members whichever is the greater number provided that thirty days notice of any such meeting shall be given except in special and urgent circumstances (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. The place, date, hour and proceedings of any such meeting shall be at the discretion of the Council. 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 entitled to receive notices thereof, or of such proportion thereof as if 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.

9.4 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 proceeding had, at any meeting.

## **10. PROCEEDINGS AT GENERAL MEETINGS**

10.1 All business shall be deemed special that is transacted at a 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, expenditure account and balance sheet and the reports of the Council and of the Auditors, the election of members of the Council and the appointment of and the fixing of the remuneration of the Auditors.

10.2 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 seven members personally present shall be a quorum.

10.3 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 shall appoint, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting the members present shall be a quorum.

10.4 The Chairman of the Council shall preside as Chairman at every General Meeting but 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 Vice-Chairman of the Council shall preside. If the Vice-Chairman is absent or 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 decline to take

the chair, they shall choose some member of the Association who shall be present to preside. The vote of a Chairman or any Association member acting as the Chairman shall be limited to a casting vote only, in the event of an equality of votes.

10.5 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn a 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.

10.6 Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall 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.

10.7

i) At all General Meetings a resolution put to the vote of the meeting shall (subject to Article II(D and to the requirements of the Act as to Special Resolutions) be decided on a show of hands by a majority of the members present in person and entitled to vote but, notwithstanding that any resolution may have been carried or defeated on a show of hands, the Chairman or any three members (present in person or by proxy) shall have the right to require that a ballot of members (present in person or by proxy) be taken forthwith.

ii) Notwithstanding that any Resolution may have been carried or defeated under the provisions of the foregoing subparagraph the Chairman or at least five members present in person or by proxy may require that such Resolution be determined by a poll of all members of the Association.

iii) Unless the ballot or poll be so demanded as aforesaid a declaration by the Chairman of the Meeting that the 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.

iv) A member wishing to bring before any General Meeting any resolution relating to special business of the Association shall give notice thereof to the Secretary not less than twenty days before the date on which the meeting shall be held and no such motion shall come before the meeting unless such notice thereof has been given.

10.8 Subject to the provisions of the next following paragraph of this Article 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.

10.9 No poll shall be demanded on the election of a Chairman of a meeting on any question of adjournment.

10.10 In the case of an equality of votes, whether on a show of hands ballot or on a poll the Chairman of the meeting shall be entitled to a casting vote.

10.11 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.

10.12 The business to be transacted shall be taken in the order stated in the notice convening the meeting and may at the discretion of the Council include a report on its activities for the preceding period and a statement of accounts.

## **11. VOTES OF MEMBERS**

11.1 Subject as hereinafter provided every corporate member shall have one vote.

11.2 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 any General Meeting.

11.3 A member may vote by its duly authorized representative as provided by the relevant section of the Act or may appoint a member as its proxy.

- 11.4 The instrument appointing a proxy shall be in writing under the hand of some officer of the appointer duly authorized.
- 11.5 The instrument appointing a proxy and the other authority under which it is signed shall be lodged with the secretary prior to the holding of the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the 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.
- 11.6 Any instrument appointing a proxy shall be in the following form or as near thereto as circumstances will admit:
- "  
"WE"  
"OF"  
"A member of"  
"Hereby appoint"  
"Of"  
"And failing him"  
"Of  
"to vote for and on 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  
Signed for and on behalf of Ltd  
this day of "

## **12. COUNCIL OF MANAGEMENT**

- 12.1 Until otherwise determined by a General Meeting, the number of the members of the Council shall not exceed six.
- 12.2 The first members of the Council shall be the subscribers to the Memorandum of Association.
- 12.3 To be eligible for election as a member of the Council the person shall be resident in the United Kingdom and the duly authorized representative of a member. For the purposes of this article a representative of a member shall require to be a person holding a responsible position in the business of such member and directly engaged in the activities defined in Article 6 hereof.
- 12.4 Not more than one representative of a member shall be elected to serve as a Council member at any one time but for the purposes of this Article inter-related Companies as defined by Article 6.1 hereof shall be deemed as independent members.
- 12.5 The Council may from time to time and at any time appoint, the representative of 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 shall then be eligible for re-election.
- 12.6 The Council may co-opt additional members to the Council for such specific purposes and for such period of time as the Council shall in its discretion decide, provided that such co-opted member shall comply with the provisions of sub-clause 3 hereof. Such co-opted member shall not be deemed to be a member of this Council for the purposes of the management of the Association and shall attend only such meetings of the Council as the Council shall consider necessary. Such co-opted member shall not be entitled to vote upon any resolution before the Council, and his appointment shall not be subject to ratification by the annual general meeting.

## **13. POWERS OF THE COUNCIL**

- 13.1 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 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.

- 13.2 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 reduced in number to less than quorum for a Council meeting prescribed by or in accordance with these presents, it shall be lawful for them to act as the Council for the purpose of filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose.

#### **14. SECRETARY**

- 14.1 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 so appointed may be removed by them. The provisions of relevant sections 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.

#### **15. TREASURER**

- 15.1 The Council shall appoint a Treasurer (who need not be a member of the Association) upon such conditions as to remuneration or otherwise in the case of a non-member as they think fit and any Treasurer so appointed may be removed by the Council.

#### **16. THE SEAL**

- 16.1 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 and of the Secretary and the said members 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.

#### **17. DISQUALIFICATION OF MEMBERS OF THE COUNCIL**

- 17.1 The office of a member of the Council shall be vacated:
- i) If a receiving order is made against him or he makes any arrangement or composition with his creditors.
  - ii) If he becomes of unsound mind.
  - iii) If he ceases to be eligible for membership of the Council.
  - iv) If by notice in writing to the Association he resigns his office.
  - v) If he ceases to hold office by reason of any order made under the terms of the Act.
  - vi) If he is removed from office by a resolution duly passed pursuant to the relevant Sections of the Act.
  - vii) If he ceases to be the representative of the member company.
- 17.2 No representative member of the Association shall be or become ineligible to hold office as a member of the Council by virtue of attaining the age of seventy or any other age.

#### **18. ELECTION OF MEMBERS OF THE COUNCIL**

- 18.1 Two members of the Council shall retire at the end of the first year or at the first Annual General Meeting. Thereafter two Council members will retire annually. Initially the order of retirement will be determined by the Council, thereafter members shall retire in strict rotation. Retiring members shall be eligible for re-election.
- 18.2 Nominations for election to the Council shall be submitted to the Secretary in writing not less than three days before the date of the relevant Annual General Meeting.
- 18.3 All votes for the election of members of the Council shall be recorded on ballot slips and the candidates securing the most votes on the ballot papers shall be carried out as detailed in section 14.6(i), ii) and iii).
- 18.4 In the event of there being an equality of votes a second ballot shall be held in respect of the candidates concerned.
- 18.5 The Association may from time to time in General Meeting increase or reduce the number of members of the Council and may make the appointments necessary for effecting any such increase.

- 18.6 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.
- 18.7 Nominations for vacancies on the Council will be included in the Agenda convening an Annual General Meeting or General Meeting. Nominees for Council membership shall be proposed and seconded by other members either in writing or verbally at a General Meeting. All members nominated must have indicated consent to stand for election.

## **19. PROCEEDINGS OF THE COUNCIL**

- 19.1 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. Unless otherwise determined, three including the Chairman shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. The Chairman shall be entitled to vote and may exercise an additional casting vote to resolve an equality of votes.
- 19.2 The Council shall from time to time elect a Chairman from amongst its members and he shall serve for one year unless re-elected at the first Council Meeting following the Annual General Meeting. The Chairman shall be entitled to preside at all meetings of the Council at which he shall be present, but 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 Vice-Chairman shall be Chairman of the meeting. When acting as Chairman the Vice-Chairman shall not be entitled to vote except to resolve an equality of votes in which case the acting Chairman may exercise a casting vote.
- 19.3 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 from the time being vested in the Council generally.
- 19.4 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 execution 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 as aforesaid. The Chairman of the Council for the time being shall be an ex officio member of any such committee.
- 19.5 The Council may with the approval of the Chairman form one or more special committees and may co-opt any person or persons to attend any meetings of the Council or committees (but without delegating any of its powers thereto) for such specific purpose for such period and upon such terms as the Council may from time to time prescribe. The Council may appoint any accredited representative of members or other persons to serve on any such special committee but at least one member of the Council shall be members thereof.
- 19.6 The Council may refer any of its resolutions to all members of the Association to be voted on by postal ballot taken in such manner as the Council shall direct. If the majority of votes are in favour and not more than one quarter of the votes of members against such resolutions (but not otherwise) a resolution passed by postal ballot shall be deemed to have the same effect as a resolution passed at a general meeting of the Association. On a postal ballot each member shall have one vote.
- 19.7 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.
- 19.8 The Council shall cause proper minutes to be made of all appointments of officers 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 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.

- 19.9 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 duly 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.

## **20. ACCOUNTS**

- 20.1 The Council shall cause proper books of account to be kept with respect to:  
i) all sums of money received and expended by the Association and the matters in respect of which such receipts and expenditure take place.  
ii) all sales and purchases of goods by the Association, and  
iii) the assets and liabilities of the Association.
- 20.2 Proper books shall not be deemed to be kept if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the Association and to explain its transactions.
- 20.3 The books of account shall be kept at the office or 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.
- 20.4 The Association in General Meeting may from time to time make reasonable conditions and regulations as to the time and manner of the inspection by the members of the accounts and books of the Association, or any of them, and subject to such conditions and regulations the accounts and books of the Association shall be open to the inspection of members at all reasonable times during business hours.
- 20.5 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 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 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 236 of the Act.

## **21. AUDIT**

- 21.1 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.
- 21.2 Auditors shall be appointed and their duties regulated in accordance with Sections 236 and 384 to 389 of the Act (as may be amended from time to time) the members of the Council being treated as the Directors mentioned in those sections.

## **22. NOTICES**

- 22.1 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.
- 22.2 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 him shall be entitled to have notices served upon him at such address but, save as aforesaid 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.
- 22.3 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 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.

## **23. INDEMNITY**



23.1 Every member of the Council and every officer or servant of the Association shall be indemnified out of the funds of the Association against all costs expenses or other liabilities which any such member officer or servant may incur or become liable for in any way in the bona fide execution of his duties within the terms of reference laid down by the Council except if the same be incurred or occasioned by his unlawful act or default.

**24. DISSOLUTION**

24.1 Clause 6.2 of the Memorandum of Association of the Association relating to the winding up and dissolution of the Association shall have effect as if the provisions thereof were repeated in these Articles.