

COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

of

THE ASSOCIATION FOR GEOGRAPHIC INFORMATION

COMPANY NUMBER: 2445202

Definitions

1.1

In these articles of association, the following words shall have the following meanings:

‘Act’ means the Companies Act 2006 including any statutory modification or re-enactment thereof in force on the date of adoption of these Articles;

‘Articles’ means these articles of association;

‘Association’ means The Association for Geographic Information;

‘Attached Member’ means natural persons nominated by Organisational Members (subject to the numbers allowed by membership category) as eligible to receive such privileges and benefits of the corporate membership as determined pursuant to clause 6D;

‘Council’ means the council of management for the time being of the Association;

‘Office’ means the registered office of the Association;

‘Officers of the Council’ means the holders of those posts specified in Article 37;

‘Chair’ means the elected Chair of the Council as per Article 37. The position of Chair may in any Council Year be filled by two Council members who will serve as Co-Chairs jointly acting as the Chair.

‘Seal’ means the common seal of the Association;

‘Organisation’ means any body corporate, any county, local or other public authority, government department, and any unincorporated association whom the Council may elect to ‘Organisational membership’;

‘Council Year’ means 1 January to 31 December (inclusive);

‘Month’ means calendar month;

‘In writing’ means written, printed or lithographed, or partly one and partly another, and other modes of representing or reproducing words in a visible form, including, without limitation, email;

‘United Kingdom’ means Great Britain and Northern Ireland; and

‘National Group’ means the groups of the AGI that operate within the devolved administrations of ‘United Kingdom’ including Scotland, Wales and Northern Ireland.

Interpretation

1.2

- (A) Words importing the singular shall include the plural, and vice versa.
 - (B) Words importing the masculine shall include all other genders.
 - (C) Words importing persons shall include 'Organisations'
 - (D) Any words or expressions defined in the Act or any statutory modification of the Act in force at the date of adoption of these Articles shall, if not inconsistent with the subject or context, bear the same meanings in these Articles.
 - (E) Any reference to presence at a general meeting or class meeting shall include presence of a member in person or by proxy or (being a corporation) by a duly authorised representative and shall include presence which is deemed in accordance with these Articles (and 'present' shall be construed accordingly).
2. The provisions of Sections 112 to 114 of the Act shall be observed by the Association, and every member of the Association shall indicate consent to becoming a member via their registration process.
3. The Association is established for the purposes expressed in the Memorandum of Association.

Members

4. There shall be no limit to the number of members of the Association.
5. The members of the Association shall be such persons or Organisations as may desire to be admitted to membership and who may be approved by the Council to be members of the Association, consent to which shall not be unreasonably refused
- 6.
- (A) Membership of the Association shall comprise a range of membership categories, including Organisational and Individual Members. The Council may from time to time as it thinks fit determine the naming and categories of Organisational membership.
 - (B) Organisational membership shall be open to corporations with interest in common with the Association who wish to take advantage of the benefits of membership. Organisational Members shall be entitled to appoint and remove a number of organisational Attached Members determined by category.

The number of such organisational Attached Members by category shall be determined by Council, following the principle of ensuring that employees of Organisational Members with substantial numbers of practitioners should be able to play a full part in the activities of the association. Every Organisational Member will nominate a named Attached Member who will be their duly authorised representative.

Attached Members shall be entitled to receive a ballot paper and vote on the election of members of the Council but shall not otherwise be entitled to vote and shall not be counted in

the quorum (except the duly authorised representative of the member who appointed them) at general meetings of the Association.

(C) Individual membership shall be open to individuals other than individuals who for the time being represent Organisational Members of the Association (pursuant to Article 28) with interests in common with the Association.

(D) The Council may from time to time as it thinks fit determine the privileges accorded to and subscriptions payable by the different classes of membership and may likewise sub-divide into various categories the different classes of membership for the like purposes.

(E) The privileges of a member shall not be transferable and shall cease on his or her death, but without prejudice to the rights of the Association to claim from such person or his or her estate such sums as may be due from him or her to the Association at the date of his or her death.

Election and Expulsion of Members

7.

(A) Every application for membership shall be in the form and accompanied by such information concerning the applicant as the Council may require, together with an undertaking that if accepted the applicant will conform with the Association's regulations, including these presents, from time to time in force. Such applications shall be considered by the Council, which shall decide, by a simple majority vote, upon the election or otherwise of any applicant and shall also decide the class of membership to which the applicant shall belong. Applications for transfer from one class of membership to another shall be considered by the Council as in the case of an original application. Council may delegate this approval process to staff of the Association.

(B) The Council may at any time by a two-thirds majority decide that any member has ceased to possess all or any of the qualifications required for membership or for a particular class of membership or has failed to observe these Articles or any regulations of the Council made under any powers vested in it and may accordingly either transfer such member from one class of membership to another or, subject to the confirmation of the Association, terminate the membership of such member. The Council shall before arriving at any decision to terminate membership give to the member concerned a reasonable opportunity to show cause, either in writing or by personal attendance before the Council, why such action should not be taken. Any such termination of membership shall, unless agreed to in writing by the member, be subject to confirmation by the simple majority vote of a General Meeting of the Association to be held within six months from the date of the Council's decision.

(C) The Council may elect as honorary individual or Organisational Members those who have given outstanding service to the Association or who in the opinion of the Council possess exceptional qualifications to be honorary members.

Subscriptions

8. The entrance fees (if any) and annual subscriptions payable by members to the Association shall be fixed annually by the Council, provided that honorary members shall not pay any entrance fee or subscriptions.

Termination of Membership

9. Membership of any member shall be terminated if:
- (A) The member resigns by giving written notice to the Secretary.
 - (B) The member's subscription or any other payment due to the Association from the member remains unpaid for one month after due written demand for payment has been made.
 - (C) Membership is terminated in accordance with the provisions of Article 7.
 - (D) He or she becomes of unsound mind.
10. Any member giving notice in accordance with the provisions of Article 9(A) shall remain liable to pay any sums due from him or her at the date of such notice.
11. Any person ceasing by death, resignation or otherwise, to be a member of the Association shall not, nor shall his or her representatives, have any claim upon or interest in the funds of the Association.

General Meetings

12. Under s288 (2)a of the Act, the company is not obliged to hold an Annual General Meeting. If Council wish to continue to hold such meetings, then a general meeting of the Association shall be held in every calendar year as its annual general meeting at any time and place as the Council shall appoint.
13. Any general meeting, other than an annual general meeting of the Association (an 'AGM'), shall be called an extraordinary general meeting of the Association (an 'EGM').
14. The Council may, when it thinks fit, convene an EGM, and EGMs shall be convened on such requisition or, in default may be convened by such requisitionists, as provided by the Act.
15. At least 14 days' notice in writing (or at least 21 days' notice in the case of an AGM or a meeting for the passing of a special resolution) exclusive of the day for which the notice is given and the day on which the notice is dispatched, specifying the place, the day and the hour of the meeting, and in case of special business the general nature of such business, shall be given to the members in the manner set out in these Articles, or in such other manner (if any) as may be prescribed by the Association in general meeting; but with the consent of all the members entitled to receive notices of meetings or of such proportion thereof as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notice as those members think fit. The accidental omission to give notice to any member, or the non-receipt by any member of such notice, shall not invalidate the proceedings at any general meeting.

Proceedings at general meetings

16. The business of an AGM shall be to receive and consider the accounts and balance sheets and the reports of the Council and auditors and to appoint auditors and fix their remuneration. All other business transacted at an AGM shall be deemed special.

17. No business shall be transacted at any general meeting, except the adjournment of the meeting, unless a quorum of members is present at the time when the meeting proceeds to business, and such quorum shall consist of not less than 10 members personally present (including any authorised representative of a corporation in accordance with Article 28(B)).

18. If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum be not present within 30 minutes from the time appointed for the meeting, the member or members present shall be deemed to be a quorum and may do all business which a full quorum might have done.

19. The Chair (if any) of the Council, or in his or her absence the Vice-Chair (if any), shall preside as chair at every general meeting of the Association. If there are no such Officers of the Council, or if at any meeting any one of them be not present within 30 minutes after the time appointed for holding the meeting, the members present shall choose one of the members of the Council present to be chair of the meeting, or if no member of the Council be present and willing to take the chair, the members present shall choose one of their number to be chair of the meeting.

20. The chair of the meeting may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for twenty-one days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

21. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chair of the meeting or by at least 5 members being present in person or by proxy, or by a member or members present in person (including any authorised representative of a corporation in accordance with Article 28(B)) or by proxy and representing one-fifth of the total voting rights of all the members having the right to vote at the meeting, and unless a poll be so demanded, a declaration by the chair 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 made 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.

22. Subject to the provisions of the next succeeding Article, if a poll is demanded in accordance with Article 21 it shall be taken at such time and place and in such manner as the chair 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.

23. No poll shall be demanded on the election of a chair of a meeting or on any question of adjournment.

24. In the case of an equality of votes, whether on a show of hands or on a poll, the chair of the meeting shall be entitled to a casting vote.
25. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business in addition to the question on which a poll was demanded.
26. If the Council so decides, a member or member's proxy or duly authorised representative (being a corporation) may participate in a general meeting or a meeting of a class of members of the Association by means of conference telephones or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person (or by proxy or authorised representative as appropriate) at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chair of the meeting shall be deemed to be the place of the meeting.

Votes of Members

27. Every member shall have one vote.
- 28.
- (A) Save as expressly provided by these Articles, no person other than a member duly registered shall be entitled to be present or to vote on any question, either personally or by proxy or as proxy for another member at any General Meeting.
- (B) Any Organisational Member which is a member of the Association (other than a person who is an individual member of the Association) may by resolution of its governing body authorise such person as it thinks fit to act as its representative at any meeting of the Association and the person so authorised shall be entitled to exercise the same voting powers on behalf of the corporation he or she represents as that corporation could have exercised if it were a individual member of the Association. An Organisational Member represented at a meeting by its authorised representative shall be deemed for all purposes to be present in person. A copy of the resolution appointing its representative which shall be certified as a correct copy by the chair or another recognised officer of the governing body of a corporation, shall be conclusive evidence of such appointment.
29. Votes may be given on a poll either personally or by proxy. On a show of hands a member present only by proxy shall have no vote, but the representative of an Organisational Member may vote on a show of hands. Except in the case of a Organisational Member, no person shall act as a proxy who is not entitled to be present and vote in his or her own right.
30. The instrument appointing a proxy shall be in writing signed by the appointor or his or her attorney duly authorised in writing or may be sent by email.
31. The instrument appointing a proxy and the power of attorney (if any) under which it is signed or a notarially certified copy of the power shall be deposited at the Office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting, or sent to an email address notified to the member by the Association, at least 48 hours before the time appointed for holding the meeting or adjourned meeting at which the person named in such instrument proposed to vote, otherwise 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.

32. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal or revocation of the proxy, provided that no intimation in writing of the death or revocation shall have been received at the Office or other place as aforesaid one hour at least before the time fixed for holding the meeting.

33. An instrument appointing a proxy shall be in the following form, or as near to it as circumstances will permit:

'I/We (name) [of (company name)] a member of the Association for Geographic Information ('the Association') and entitled to one vote, hereby appoint (name) [of (company name)] another member of the Association, and failing them (name) [of (company name)] another member of the Association to vote for me/us and on my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Association to be held on the (date) day of (year) and at any adjournment of such meeting.

SIGNED by (name) on (date) (month) (year). This form is to be used in favour of or against any resolution. Unless otherwise instructed, the proxy will vote as he or she thinks fit.'

The Council

34. The management of the Association's affairs shall be vested in the Council whose membership shall comprise a minimum of 15 elected members (the 'Elected Members') made up of one Elected Member from each of the National Groups and the remaining such number of Elected Members open to all members, together with such other persons as may be appointed to fill casual vacancies on the Council in accordance with the provisions of these Articles.

35.

(A) Elections shall be held each year to appoint the Elected Members only. Voting in such elections shall be by such method as may be determined by the Council provided that the same method shall apply to each Member and Attached Member. Each member of the Association and each Attached Member shall be entitled to complete one ballot paper in each election.

(B) In such elections the "N" candidates polling the highest number of votes shall be elected where "N" is the number of vacancies to fill in the office of Elected Member. In the case of several candidates polling an equal number of votes, the result of the election shall be determined by the drawing of lots between each of the tying candidates.

(C) The Elected Members shall serve for the immediately succeeding three Council Years.

(D) Only members that have a postal address in the relevant National Group operating area will be eligible to vote for the candidates standing to represent that group on AGI Council in an election.

36.

(A) At least three months before the end of each Council Year, notice in writing shall be given to each member of the Association requesting the nomination of candidates for the Elected Members referred to in Article 34. Nominations shall be submitted in writing to the

secretary of the Council not later than the date specified in the notice requesting nominations, such date being not less than 42 days from the date of service (as specified in Article 66) of the notice. All candidates must be members of the Association or must be nominated as a representative by a sponsor or corporate member as representing that member in accordance with Article 28. All candidates must be nominated by no fewer than two members. Candidates and nominators must all sign or authenticate their nomination papers.

(B) The Council may from time to time appoint an Honorary President, being a person who has achieved distinction in the field of geographic information, to hold office for such a period as the Council may decide. Such Honorary President shall be entitled to attend all meetings of the Association and of the Council but shall not be entitled to be counted in the quorum of or vote at such meetings.

(C) The immediate past Chair of Council shall remain a member of Council without the need for re-election until the end of the next following Council Year.

Election of Officers of the Council

37. Each year, as soon as practical after the elections for Council membership, the Elected Members shall choose (by simple majority vote) from amongst their number the Officers of the Council who shall be:

- (A) The Chair of the Association
- (B) The Vice-Chair
- (C) The Honorary Treasurer
- (D) The Honorary Secretary

and who shall serve for the immediately succeeding Council Year.

The above five Officers, plus up to three others (and a senior member of staff of the Association) shall form the AGI Executive group. The Officers shall serve on the Executive group during their time as Officers of the Council. Other members shall serve for a one-year period which can be extended by Council provided that they remain as a member of the Council. These members shall be elected onto the Executive group by all members of Council.

38.

(A) The Chair, and Vice-Chair may serve in that post for two years with an overall maximum service in these posts of four years. The Honorary Treasurer and Honorary Secretary may serve for as long as they are eligible to remain as a member of Council. A person who has held the office of Chair shall not be eligible to hold the office of Chair until the expiry of three succeeding Council Years.

(B) The Vice-Chair will, if willing, without further nomination be candidate for the office of Chair at the election by Council

Rotation of Members of the Council

39. Five Council members will be elected at the end of each year, to serve for the succeeding three Council Years (unless Article 40 or Article 58 applies). After serving on Council for three Council Years since election, excluding years spent as Vice-Chair or Chair, a Council member will stand down.
40. A Council member serving in a Council Year as Vice-Chair or Chair will not be required to stand down at the end of that Council Year.
41. A Council member who is to stand down from Council is eligible to stand for re-election, unless he or she will have been a member of Council for the previous six consecutive Council Years, excluding years spent as Vice-Chair or Chair.

Vacancies and Co-option

42.

(A) The Council may from time to time and at any time co-opt any member of the Association to fill a vacancy amongst the Elected Members or for the remainder of the term of office of the Elected Member vacating his or her post. Such a co-opted member shall have all the rights and privileges as if he or she were an Elected Member, save that he or she shall not be eligible for election as Vice-Chair or Chair.

(B) The Council may at any time invite any person for such periods as it thinks fit to attend Council meetings, but such persons shall attend Council meetings in an advisory capacity only and shall not be entitled to vote on any resolution before the Council.

Proceedings of the Council

43. The Council may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit, and determine the quorum necessary for the transaction of business. Unless otherwise determined six Council members shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the chair of the meeting shall have a 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.

45. The Chair of the Association shall be entitled to preside at all meetings of the Council at which he or she shall be present, but if at any meeting the Chair is not present within five minutes after the time appointed for holding the meeting and willing to preside, then the Vice-Chair shall preside at the meeting, or failing them the members of the Council shall choose one of their number to be chair of the meeting.

46. A meeting of the Council at which the 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.

(A) The Council may delegate any of its powers to committees consisting of such member or members of the Council as it thinks fit, and any committee so formed shall in the execution of

the powers so delegated conform with 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. All acts and proceedings of any such committee or committees shall be reported back as soon as possible to the Council.

(B) In particular the Council shall, subject to the provisions of the preceding paragraph of this Article, delegate to the Executive Group the executive affairs of the Association and such other functions, not inconsistent with the provisions of these Articles, as it may from time to time think fit. The members of Council for this purpose shall be chosen as soon as practicable after the election of Officers of the Council, by vote of the members of the Council conducted in accordance with regulations made by the Council.

(C) The chair of any committee, other than the Executive Group, formed under this Article may, at his or her discretion, appoint as members of a committee, individual members of the Association or individuals nominated by Organisational Members.

48. All acts bona fide carried out by any meeting of the Council or the Executive Group 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 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 minutes to be made of all appointments of Officers of the Council 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 chair of such meeting, or by the chair of the next succeeding meeting, shall be sufficient evidence without any further proof of the facts therein stated. The minutes of Council meetings shall be placed on the AGI website and thus made available to the membership.

50. A resolution 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. These resolutions can be decided by electronic means. If no response is received from a member of the said committee, this shall be taken as being an abstention of the resolution.

51. If the Council so decides, a Council member may participate in a meeting of Council members by means of a conference telephone or similar communications system whereby all those participating in the meeting can hear and address each other. Such participation shall be deemed to constitute presence in person at such meeting for all purposes including that of establishing a quorum. A meeting held by such means shall be deemed to take place where the largest group of participators in number is assembled. In the absence of such a majority the location of the chair of the meeting shall be deemed to be the place of the meeting.

Powers of the Council

52. The management of the business and the control of the Association shall be vested in the Council, who, in addition to the powers and authorities conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not under these Articles or by the Act expressly directed or required to be exercised or done by the Association in general meeting. At meetings of the Council, each member of the Council shall have one vote only, except that in the case of equality of votes the chair of the meeting shall, in addition have a second or casting vote.

53. The members for the time being of the Council may act notwithstanding any vacancy in their body, provided always that if any time the members of the Council be reduced in number below the minimum prescribed by these Articles, it shall be lawful for the members available to act as the Council for the purpose of admitting persons to membership of the Association, filling up vacancies in their body or of summoning a General Meeting but for no other purpose.

54. A member of the Council who is in any way, whether directly or indirectly, interested in a contract or a proposed contract, arrangement, or dealing with the Association, shall declare the nature of his or her interest at a meeting of the Council, and subject to such a declaration and subject to the right of the remaining members of the Council to resolve that he or she withdraw and not vote on the particular matter, he or she may be counted in the quorum present at any meeting of the Council at which such contract, arrangement or dealing with the Association is considered or entered into and may vote in respect of such matter.

55. Subject to the provisions of the Act and provided that he or she has disclosed to the Council members the nature and extent of any material interest of his or hers, a Council member notwithstanding his or her office:

(A) may be a party to, or otherwise interested in any transaction or arrangement with the Association or in which the Association is otherwise interested;

(B) may be a council member or other officer of, or employed by, or a party to any transaction or arrangement with, or otherwise interested in, any body corporate promoted by the Association or in which the Association is otherwise interested; and

(C) shall not, by reason of his or her office, be accountable to the Association for any benefit which he or she derives from any such office or employment or from any such transaction or arrangement or from any interest in any such body corporate and no such transaction or arrangement shall be liable to be voided on the ground of any such interest or benefit.

56. For the purposes of Article 55:

(A) a general notice given to the Council members that a Council member is to be regarded as having an interest (of the nature or extent specified in the notice) in any transaction or arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Council member has an interest in any such transaction of the nature and extent so specified; and

(B) an interest of which a Council member has no knowledge and of which it is unreasonable to expect him or her to have knowledge shall not be treated as an interest of his or hers.

Particular Powers

57. Without prejudice to the general powers conferred by Article 52 and to the other powers and authorities conferred as aforesaid, it is hereby expressly declared that the Council shall be entrusted with the following powers, namely:

- (A) To pay the costs, charges and expenses preliminary and incidental to the formation and establishment of the Association and matters incidental to such purpose.
- (B) To purchase or otherwise acquire for the Association any property, rights or privileges which the Association is authorised to acquire at such price and generally on such terms and conditions as it may think fit.
- (C) To raise or borrow money for the purposes of the Association from any person, corporation or other body and may secure the repayment of the same together with any interest and premium, by mortgage or charge upon the whole or any part of the assets and property of the Association, present or future, and to issue bonds, debentures, or debenture stock, either charged, and in connection therewith to take out and keep on foot sinking fund or redemption policies.
- (D) At its discretion to pay for any property or rights acquired by or services rendered to the Association either wholly or partially in cash or in bonds, debentures, or other securities of the Association.
- (E) With the approval where required under these Articles to secure the fulfilment of any contracts or engagements entered into by the Association by mortgage or charge of all or any of the property and rights of the Association or in such manner as it may think fit.
- (F) To appoint and at its discretion remove or suspend such office staff and other staff for permanent, temporary or special services as it may from time to time think fit, and to invest them with such powers as it may think expedient, and to determine their duties and fix their salaries or emoluments, and to require security in such instances and to such amount as it thinks fit.
- (G) To institute, conduct, defend, compound or abandon any legal proceedings by or against the Association or its officers or otherwise concerning the affairs of the Association and also to compound and allow time for payment of satisfaction of any debts due and of any claims or demands by or against the Association.
- (H) To refer any claims or demands by or against the Association to arbitration and observe and perform the awards.
- (I) To make and give receipts, releases and other discharges for money payable to the Association and for the claims and demands of the Association.
- (J) To determine who shall be entitled to sign on the Association's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.
- (K) From time to time make all such regulations and bye-laws as it thinks proper with regard to the affairs and concerns of the Association, and from time to time to repeal and alter the same or make others in lieu thereof as may seem expedient. Provided that the same do not contravene any of the provisions contained in these Articles, and provided that no bye-laws or regulations shall be made under this power which would amount to such addition to or

modification of the Articles as could only legally be made by a special resolution passed in accordance with the provisions of section 378 of the Act.

Disqualification of members of the Council

58. The office of a member of the Council shall be vacated:

- (A) If he or she becomes bankrupt or insolvent or compounds with his or her creditors.
- (B) If he or she becomes of unsound mind.
- (C) If he or she is convicted of any criminal offence or breach of statutory obligations arising by virtue of his or her membership of the Council.
- (D) If he or she gives to the Council one month's notice in writing to the effect that he or she resigns his or her office.
- (E) If he or she ceases to be a member by virtue of Section 293 of the Act.
- (F) If, in the opinion of the Council, he or she acts in any way to bring the Association into disrepute.
- (G) If he or she is absent from more than two of the meetings called of the Council during a Council Year (other than special meetings of the Council) without good reason, or does not carry out any of his or her obligations and commitments as determined at such meetings to a standard considered appropriate by the Council.
- (H) If, in the opinion of the Council his or her actions conflict with the interests of the Association.
- (I) If he or she ceases to be a member of the Association.

Deputy Secretary

59. The Council may from time to time appoint a deputy or assistant secretary who may act in the place of the Honorary Secretary if there be no Honorary Secretary or no Honorary Secretary available to act or capable of acting.

The Seal

60. The Seal of the Association shall not be affixed to any instrument except by the express authority of a resolution of the Council or of a committee of the Council empowered to give such authority, and in the presence of two members of the Council and of the Honorary Secretary or such person other than the Honorary Secretary as the Council may appoint for the purpose; and such members of the Council and the Honorary Secretary or other person as aforesaid shall sign every instrument to which the Seal of the Association is 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.

Income of the Association

61. The income of the Association shall be applied solely towards the promotion of the object of the Association as defined at any time by the Council, (and in particular the Council shall have power to transfer all or any part of such income to trustees to be applied by them for the advancement of the objects of the Association in such manner as they shall think best) with power to the Council to create a reserve fund or reserve funds to be applicable for any such purposes, and if the Council shall think fit, also to apply all or any part of the reserve fund appropriated to any particular purpose to any other one or more of such purposes, and, pending any such application, any reserve fund may at the discretion of the Council either be employed in the business of the Association or be invested from time to time in such investment as the Association may think fit.

Accounts

62. The Council shall cause accounting records to be kept in accordance with the Act.

63. The books of account shall be kept at the Office or, at such other place or places as the Council may determine, and shall always be open to inspection of the Council. The Council may from time to time by resolution determine whether and to what extent and at what times and places and on what conditions the books and accounts of the Association or any of them shall be open to inspection of the members not being members of the Council, and the members shall have only such rights of inspection as are given to them by the Act or by such resolution as aforesaid.

64. Under the Act, the Association is not obliged to hold an AGM. However it will do so if agreed by the Council. Prior to the AGM, the Council shall make a set of accounts available to members. This may be done via the website. Notification of an AGM shall, 21 clear days previously to such meeting, be sent to every member entitled to receive notices of general meeting in the manner in which notices are directed to be served in these Articles.

Audit

65. Auditors shall be appointed and their duties regulated as decided by AGI Council and endorsed by the membership, provided that the level of audit is commensurate with an organisation of the size and legal status of the AGI as required by the Act, including any subsequent statutory modification in force at the date of that audit. The Council may at any time decide not to have an audit provided that this decision complies with legislation applicable at that time.

Notices

66. A notice may be served by the Association upon any member either personally, or by sending it through the post addressed to such member at his or her registered postal address, or where permitted by law, by electronic mail to his or her registered email address.

67. No member shall be entitled to have a notice served on him or her at any postal address not within the United Kingdom, and any member whose registered postal address is not within the United Kingdom may provide the Association with a postal address within the United Kingdom for the purpose of the serving of notices.

68. Any notice if served by post shall be deemed to have been served on the next business day (meaning Monday to Friday, excluding public holidays) after the same shall have been posted, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and stamped and delivered to the post office or into any post box subject to the control of the Postmaster General.

69. A notice served by electronic mail shall be deemed to have been served at the expiration of 24 hours after the same shall have been transmitted, and in proving such service it shall be sufficient to prove that the email has left the Association's email system.

Memorandum of Association

70. Under the Companies Act 2006, and with effect from October 2009, the provisions previously contained in the Memorandum of Association are to be regarded as provisions of the Articles of Association. These provisions are as follows (with renumbered clauses).

71. The name of the Company (hereinafter called "the Association") is "Association for Geographic Information".

72. The registered office of the Association will be situated in England.

73. The objects for which the Association is established are

(1) Geographic Information: To achieve the effective use of geographic information and the appropriate use of information systems (which expression without prejudice to its generality in this Memorandum includes Geographic Information Systems, Land Information Systems, Spatial Information Systems, Automated Mapping/Facilities Management and hereinafter called "GIS") for the benefit of the public.

(2) Education: To educate and to promote education and training of AGI members and members of the public in the effective use of geographic information (which expression without prejudice to its generality in this Memorandum includes capture, storage, retrieval, analysis and display) and the benefits of its effective use in society.

(3) Research: To identify, encourage, stimulate and assist necessary research in GIS and the associated objectives of the Association; to maintain a register and disseminate the results of appropriate GIS research.

(4) Standardisation: To lead initiatives for facilitating the effective use of geographic information by furthering standards in the field (which expression without prejudice to its generality in this Memorandum includes identifying the need for new or updated standards, to influence the creation and maintenance of the necessary standards and to assist in the coordination and support of the work involved).

(5) Representation: To represent, co-ordinate, organise and provide a forum for exchange of information for all interest groups, large and small, individuals and organisations interested in the furtherance of the effective use of geographic information and the development of GIS.

(6) Collaboration: To co-operate with and enter into arrangements with any authorities and organisations international, national, local or otherwise interested in GIS.

(7) Publishing: To cause to be written and printed, or otherwise reproduced and circulated, gratuitously or otherwise, the work of the Association in forwarding its objectives (which expression without prejudice to its generality in this Memorandum includes producing a membership directory, a register of vendors and consultants in GIS, a regular newsletter, periodicals, magazines, books, leaflets, or other documents, films or recorded tapes).

(8) Meetings: To hold courses, seminars, discussions, and conferences, to promote the reading of learned papers in the effective use of geographic information and as a complement to arrange exhibitions of and visits to GIS.

(9) Income and Assets: To accept subscriptions, donations, devises and bequests of and to purchase, take on lease or in exchange, hire or otherwise acquire and hold any real or personal property maintain and alter any of the same as are necessary for any of the objects of the Association and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal property.

(10) Appeals:

To issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Association in the form of donations, subscriptions or otherwise.

(11) Banking: To draw, make, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to-operate bank accounts.

(12) Borrowing:

To borrow or raise money for the objects of the Association on such terms and (with such consents as are required by law) on such security as may be thought fit.

(13) Gifts:

To take and accept any gift of money, property or other assets, whether subject to any special trust or not, for any one or more of the objects of the Association.

(14) Investment:

To invest the moneys of the Association not immediately required for its objects in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided.

(15) Donations:

To make any charitable donation either in cash or assets for the furtherance of the objects of the Association.

(16) Charitable Organisations: To establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Association.

(17) Other Organisations: To form, acquire or dispose of as a going concern or otherwise the whole or any part of the undertaking, assets and liabilities of any person, firm or corporation carrying on any business in whole or in part which furthers the objectives of the Association.

(18) Employees: To employ and pay any person or persons to supervise, organise, carry on the work of and advise the Association.

(19) Insurance: To insure and arrange insurance cover for and to indemnify its officers, servants and voluntary workers and those of its members from and against all such risks incurred in the course of the performance of their duties as may be thought fit.

(20) Pensions: Subject to the provisions of clause 4 hereof to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Associations or their dependants.

(21) Amalgamations: To amalgamate with any companies, institutions, societies or associations which have objects altogether or mainly similar to those of the Association and prohibit the payment of any dividend or profit to and the distribution of any of their assets amongst their members at least to the same extent as such payments or distributions are prohibited in the case of members of the Association by this Memorandum of Association.

(22) Registrations Costs: To pay out of the funds of the Association the costs, charges and expenses of and incidental to the formation and registration of the Association.

(23) Branches: To establish where necessary local branches (whether autonomous or not).

(24) General:

To do all such other lawful things as shall further the above objects or any of them. Provided that:-

(i) in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts.

(ii) the objects of the Association shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers.

74. That income and property of the Association shall be applied solely towards the promotion of its objects as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to members of the Association and no member of its Council of Management shall be appointed to any office of the Association paid by salary or fees

Provided that nothing herein shall prevent any payment in good faith by the Association:

(a) of reasonable and proper remuneration to any member, officer or servant of the Association or member of the Council or any committee of the Council for any services rendered to the Association;

(b) of interest on money lent by any member of the Association or of its Council of Management at a rate per annum not exceeding 2% less than the minimum lending rate prescribed for the time being by a clearing bank selected by the Council of Management or 3% whichever is the greater;

(c) of reasonable and proper rent for premises demised or let by any member of the Association or of its Council of Management;

(d) of out of pocket expenses to any member of its Council of Management or committee thereof.

75. The liability of the members is limited.

76. Every member of the Association undertakes to contribute to the assets of the Association, in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association contracted before he ceases to be a member, and of the costs, charges and expenses of winding up, and for the adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding one pound.

77. If upon the winding-up or dissolution of the Association there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to or distributed among the members of the Association by such method as shall be determined by the Council.

Dated: 2024-01-18

BY ORDER OF THE BOARD

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Secretary/director