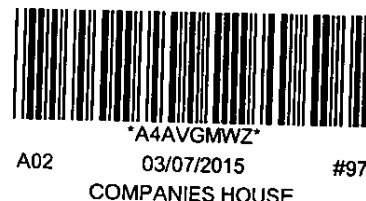




**THE COMPANIES ACTS 1985 to 2006**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE GAS FORUM (the Forum)**  
**(Registration No 2941152)**

FRIDAY



amended by Special Resolution passed on 16<sup>th</sup> June 2015

**1 0 PRELIMINARY**

**Particular definitions**

- 1 1 In the Articles of Association of the Forum here set forth as may be amended from time to time (hereinafter called 'the Articles' and the expression 'article' shall be construed accordingly) any references in the Articles to a member of the Executive Committee shall be construed as one with the expression 'director' in section 741 of the Act, and the expression 'Executive Committee' hereinafter contained shall be construed accordingly

**Definitions**

- 1 2 In these Articles the words standing in the first column of the Table next hereinafter contained shall bear the meanings set opposite to them respectively in the second column thereof, if not inconsistent with the subject or context -
- 1 3 Words and expressions used in the Articles, unless the context otherwise requires, have the same meaning as given in the Act. Statutory references in the Articles shall include, subject as aforesaid, the statute as amended, extended or applied by or under any other statutory provision or as re-enacted. The headings and index are only for ease of reference and shall not affect the meaning or construction of anything in the Articles

<b>"Act"</b>	means the Companies Act 1985 including any statutory modification or re-enactment thereof for the time being in force and any provisions of the Companies Act 2006,
<b>"Articles"</b>	means these Articles of association as amended from time to time,
<b>"Chairman"</b>	the person or persons as specified in Articles 9 and 16,
<b>"Executive Committee"</b>	the Governing Committee of the Forum or the members of that Committee present at a duly convened meeting of that Committee at which a quorum is present,
<b>"Forum"</b>	The Gas Forum,

<b>"Gas"</b>	gas as defined in Section 48(1) of the Gas Act 1986 or any Act or Regulation amending or varying the same in Great Britain,
<b>"Industry"</b>	the business of shipping and supplying gas in Great Britain as carried on by gas shippers and gas suppliers as defined in Section 7(A)11 of the Gas Act 1986 (as amended) and holders of an exempting order under Section 6A of the Gas Act 1986 (as amended) or an exemption or exception under any statutory provisions replacing or amending the Gas Acts 1986 (as amended),
<b>"Managing Director"</b>	the person or persons specified in Article 19,
<b>"Member's Representative"</b>	an individual duly appointed by a corporate representative member of the Forum as its sole representative,
<b>"Month"</b>	calendar month,
<b>"Office"</b>	the registered office of the Forum,
<b>"Seal"</b>	the common seal of the Forum,
<b>"Secretary"</b>	the secretary of the Forum or any other person appointed to perform the duties of the secretary of the Forum,
<b>"Secretary General"</b>	the person or persons specified in Article 19
<b>"Spokesperson"</b>	the person or persons as specified in Article 28,
<b>"Workgroup"</b>	a group of members of the Forum established for a designated purpose by the Executive Committee,
<b>"Year"</b>	a period of twelve calendar months

## 2 0 STATUS

### **Purposes**

- 2 1 The Forum is established for the purposes expressed in the Objects (Article 29)

### **Private company**

- 2 2 The Forum is a private company

### **Articles deemed to be Deed**

- 2 3 The Articles are deemed to be delivered and completed as a Deed at the same time as adoption of the Articles by special resolution of the Forum and the members for the time being are deemed to be bound accordingly by the Articles and acknowledge the effect under section 14 of the Act

## 3 0 MEMBERS

### **Number and class of members**

- 3 1 The number of members of the Forum is unlimited, and there may be such one or more class of members having such rights and subject to such restrictions as the members entitled to receive notice of and to attend and vote at any General Meeting of the Forum by special resolution may determine

#### 4 0 EXECUTIVE COMMITTEE DISCRETION AND CATEGORIES OF MEMBERS

- 4 1 The subscribers to the Memorandum of Association and such other corporate bodies which are members of the Forum on the adoption of these Articles or as may be proposed and seconded for membership respectively by any member of the Executive Committee at a meeting of the Executive Committee, sign an application form and pay any fees and subscriptions as the Executive Committee may from time to time prescribe, supply the Executive Committee with such further information and particulars, in addition to those contained in the application for admission, as the Executive Committee may require, and as the Executive Committee within their absolute discretion shall admit to membership, shall be members of the Forum. The Executive Committee may determine which class of members a prospective member shall be admitted to, provided always that membership shall be confined to persons having a permanent and significant presence in the Industry in Great Britain and the following persons only and no others shall be eligible for membership of the Forum, namely -

- 4 1 1 The subscribers to the Articles of Association and any other corporate body which is a gas supplier or gas shipper as defined in Section 7(A)11 of the Gas Act 1986 (as amended) or holds an exempting order under Section 6A of the Gas Act 1986 (as amended) or an exemption or exception under any statutory provisions replacing or amending the Gas Acts 1986 (as amended)

#### 5 0 CESSATION OF MEMBERSHIP

- 5 1 A member shall cease to be a member of the Forum -

- 5 1 1 30 days after the Forum receives from such member notice in writing of such member's intention to resign

- 5 1 2 forthwith upon the passing of a resolution by the members in a General Meeting without any opposition (excluding opposition from the member proposed to be removed) that such member should cease to be a member. Provided always that any such member proposed to be removed shall be entitled to attend and make reasonable representations at any General Meeting voting thereon

- 5 1 3 forthwith upon the happening of any one of the following events, namely -

- 5 1 3 1 if, having originally been eligible for membership under Article 4 the member ceases to be so eligible for membership and if the Executive Committee thereafter resolve that such membership be terminated. Any member ceasing to be eligible under this paragraph shall forthwith so notify the Executive Committee in writing. The Executive Committee may at any time by written notice to any member require such member forthwith to supply the Executive Committee such information and particulars as the Executive Committee may require in order to determine whether such member remains eligible for membership

- 5 1 3 2 if it goes into liquidation or has an administrator or an administrative receiver or a receiver or a receiver and manager appointed of its undertaking and assets or any part thereof

- 5 1 3 3 if it does not pay any moneys howsoever due to the Forum within one month of the Forum serving it with notice in writing requiring payment thereof, and

the Executive Committee thereafter resolve that its membership be terminated

5 1 3 4 if it fails to supply to the Executive Committee information and particulars required of it pursuant to Article 4 and the Executive Committee thereafter resolve that its membership be terminated

5 2 Any member who for any cause whatsoever ceases to be a member shall not be repaid any part of the entrance fee or of any annual subscription paid by it to the Forum, but such member notwithstanding that it has ceased to be a member shall remain liable for and shall pay to the Forum all moneys which at the time when it ceases to be a member are howsoever due from it to the Forum, or which may become payable by it to the Forum by virtue of any liability which it might have under these Articles or otherwise

5 3 Any member which for any cause whatsoever ceases to be a member shall immediately discontinue the use of any device of the Forum printed or impressed on any note paper, or any other document containing any indication of membership of the Forum and shall forthwith return to the Secretary any property of the Forum then in its possession

5 4 Membership of the Forum shall not be assigned, transferred or transmitted in any way

## 6 0 SUBSCRIPTIONS AND BUDGETS

6 1 The Executive Committee shall cause a budget of the total estimated costs of the operation of the Forum in the next calendar year commencing on 1st January to be prepared and shall exercise reasonable endeavours to cause such budget to be submitted for approval to a meeting of the Forum to be held not later than two calendar months before the beginning of the year to which the budget relates. The expression 'estimated costs' shall take account of any actual surplus or deficits from previous years and may include reserves for liabilities of an exceptionally large kind which are considered likely to accrue in years after the said next calendar year with a view to endeavouring to ensure that as far as possible subscriptions will not be affected by substantial fluctuations in the levels of expenditure from year to year

6 2 On the approval of the budget by a General Meeting of the Forum the Executive Committee shall cause the amount of the budgeted costs to be apportioned between the members by way of subscription the amount of which shall be notified forthwith to all existing members by the Secretary of the Forum and each member shall in respect of each year beginning 1st January to which the relevant apportioned budgeted costs relate pay a subscription of the amount so apportioned within thirty days of the sum being demanded or by 1st January of the year to which the subscription relates whichever be the later. The Executive Committee may apportion such amount so that different subscription rates are payable by different classes of membership. The notification of the subscription may contain a request for the member to whom it is addressed to certify in writing to the Secretary within twenty-one days of its date that the member remains eligible for membership and such member if asked to do so by the Secretary forthwith supply to the Executive Committee such further information and particulars as the Executive Committee may require

6 3 A new member shall, subject to these Articles, pay on his entry to the Forum in respect of the period from his date of entry to the following 31st December such sum by way of subscription as shall represent an apportionment on a time basis of the appropriate subscription for the year in which he becomes a member in respect of that part of that time for which he is a member

6 4 If during any year ending 31st December it shall appear to the Executive Committee that the Forum will be in deficit for that year the Executive Committee may require the

payment of a supplemental subscription by the Forum's members in order to cover that deficit

- 6 5 In addition to the prior provision for payment of subscriptions in this Article 6 the Executive Committee may by resolution provide that the costs of the Forum and of its Workgroups shall be apportioned so that each member shall pay in relation to the costs of the Forum as a whole but excluding any separately identifiable costs of the Forum attributable to a particular Workgroup a subscription fixed under Articles 6 1 to 6 4 and in addition to a proportion calculated in the same manner as the said costs of the Forum as a whole, of the identifiable costs of the Workgroup of which the member is a member, attributable to that Workgroup or those Workgroups so that the identifiable cost of each Workgroup as distinct from costs of the Forum as a whole is borne equally between the members of that Workgroup
- 6 6 The Executive Committee will apportion the budgeted costs of the Forum according to this Article 6 but otherwise such budgeted costs will be apportioned equally amongst all members unless there are special considerations (which expression shall mean the consideration of new memberships or potential new memberships or any different class of membership approved under Article 4)
- 6 7 The Executive Committee may by resolution from time to time alter the financial year and/or the budgetary year and/or the subscription period of the Forum and in the event of any such resolution or resolutions being passed this Article 6 shall be read and construed accordingly
- 6 8 The Executive Committee shall not authorise payment out of Forum funds of any subscription or contribution to any other organisation, unless this is the furtherance of the Forum's objects
- 6 9 The Chairman or Managing Director may authorise payment out of Forum funds of any subscription or contribution to any other organisation without referral or approval by the Executive Committee providing such payment does not exceed **£2,000.00** and providing it is consistent with meeting the Forum's objects
- 6 10 The Secretary may authorise payment out of Forum funds of any subscription or contribution to any other organisation without referral or approval by the Executive Committee providing such payment does not exceed **£500.00** and providing it is consistent with meeting the Forum's objects

## 7 0 MEETINGS

- 7 1 The Forum shall hold in each year a General Meeting, in addition to any other meetings in that year Not more than 15 months shall elapse between the date of one General Meeting of the Forum and that of the next The General Meeting shall be held at such time and place as the Executive Committee shall determine
- 7 2 Save for purposes requiring a meeting to be held to comply with the provisions of the Act or these Articles, the Forum may hold informal meetings ("Forum meetings") in pursuance of the objects of the Forum and such Forum meetings are not subject to compliance with formalities under any of the provisions of the Act or these Articles

## Resolutions

- 7 3 Subject to the provisions of the Act a resolution in writing signed on behalf of all members for the time being entitled to receive notice of and to attend and vote at meetings shall be as valid and effective as if it had been passed at a meeting of the members duly convened and held. Any such resolution may consist of several documents in like form each signed on behalf of one or more members

## 8 0 NOTICES OF GENERAL MEETINGS

- 8 1 A General Meeting called for the passing of a special resolution shall be called by at least 15 clear days' notice in writing. Any other meeting of the Forum shall be called by at least 14 clear days' notice in writing, providing always that any meeting of the Forum shall, notwithstanding that it is called by shorter notice than that specified in this Article, be deemed to have been duly called if it is so agreed by all the members entitled to attend and vote in the case of a General Meeting.
- 8 2 The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given. The notice shall be given in any manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Forum in a General Meeting, to all the members, to the Executive Committee and to the auditors. 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, at any meeting.

### **Contents of notice**

- 8 3 Any notice convening a General Meeting must indicate the place, date and time of it, set out and describe as such all proposed special and extraordinary resolutions, and describe generally the nature of all intended business, including where appropriate consideration of the accounts, balance sheet, and the reports of the Executive Committee and auditors, the election of Chairman and of members of the Executive Committee in place of those retiring, and the appointment, and the fixing of the remuneration, of the auditors.

## 9 0 PROCEEDINGS AT GENERAL MEETINGS

### **Quorum of members**

- 9 1 Business shall not be transacted at any General Meeting unless a quorum whether in person or by proxy is present at the start and throughout the meeting. Save as herein otherwise provided a quorum shall not be less than one third of all the persons who are members of the Forum and are entitled to attend and vote thereat.

### **Absence of quorum**

- 9 2 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 Executive Committee may determine, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting or if during the meeting a quorum ceases to be present the members present in person or by proxy who are entitled to attend and vote thereat shall be a quorum.

### **Chairman**

- 9 3 The Chairman shall preside as Chairman at every General Meeting and shall execute all the Chairman's responsibilities on behalf of the Gas Forum for the period of their tenure as Chairman. The Chairman of the meeting shall conduct and make all arrangements and determine all disputes as in the absolute discretion thereof but subject to the Articles.
- 9 4 If there be no such Chairman or if at any meeting the Chairman shall not be present within 15 minutes after the time appointed for holding the same, or shall be unwilling or incapable to preside, the members present shall choose one of the Executive Committee to preside either for just that meeting, or for a pre determined period not to exceed the point at which the formal Gas Forum reappointment process takes place for a Chairman.

- 9 5 If a member of the Executive Committee is not present, or if each one of the Executive Committee present declines to take the chair, the members shall choose some Member's Representative who shall be present, willing and entitled to vote thereat

#### **Adjournment**

- 9 6 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 28 days or more, notice of the adjourned meeting shall be given in the same manner as for an original meeting Save as aforesaid, the members shall not be entitled to any notice of adjournment, or of the business to be transacted at an adjourned meeting

#### **Poll**

- 9 7 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, with the exception of the election of the Executive Committee and the Chairman Unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the Chairman or any member present in person The representative of any organisation being a member may demand a poll and vote on a show of hands and in so demanding or voting the organisation shall be deemed to be acting personally 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 minutes of the Forum 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 save that any error which would change the result of a resolution being passed or not as the case may be at the meeting shall vitiate the resolution in question The demand for a poll may be withdrawn

#### **Telephone Attendance**

- 9 8 A member entitled to attend and vote at a General Meeting may participate by means of a telephone conference or other facility whereby all people participating in the General Meeting can hear each other and any members participating in the General Meeting in this manner shall be deemed to be present in person at such General Meeting

### **10 0 VOTING RIGHTS**

#### **Vote per capita**

- 10 1 Subject as herein provided, every member shall have one vote

#### **Disenfranchisement for non-payment**

- 10 2 A member shall not be entitled to vote at any General Meeting unless all moneys presently owing by that member which have been demanded by the Forum have been paid unless such moneys have been first demanded at least 60 days before such meeting

#### **Proxies**

- 10 3 On a poll votes may be given by a Member's Representative or by proxy and any instrument of proxy shall be in such form as the Executive Committee may require or in any other common or usual form

## 11 0 EXECUTIVE COMMITTEE

### **Composition**

- 11 1 The Executive Committee shall consist of a maximum of nine Members' Representatives. The Forum may increase or reduce the number of the Executive Committee from time to time provided always that the minimum number shall not be less than three.
- 11 2 The members of the Executive Committee shall be elected at a General Meeting. A member of the Executive Committee so elected may serve for two years. After two years service a member of the Executive Committee shall retire but may stand for re-election.
- 11 3 Candidates for election shall be Member's Representatives and shall be nominated by at least one member in writing or by email. A member may not nominate more than one candidate. The Executive Committee shall invite members to make nominations and shall inform the member of the deadline for receipt of nominations. The Executive Committee subject to majority agreement shall have absolute discretion to accept any nominations made outside any time limit imposed by the Executive Committee, and providing that the resolution for the election of the Executive Committee has not been circulated to members.
- 11 4 No candidate may be nominated by the members unless that candidate shall give consent to the Secretary to accept such nominations.
- 11 5 In the election for membership of the Executive Committee, each member shall have as many votes as there are vacancies in the Executive Committee but may not cast more than one vote for any one candidate. If the number of nominees is less than or equal to the number of vacancies on the Executive Committee then those nominees will be appointed as new members of the Executive Committee with effect from the end of the General Meeting without an election being held.
- 11 6 In the event of two or more nominees receiving the same number of votes and there being insufficient vacancies for both, or all, such nominees to join the Executive Committee, then the Secretary of the General Meeting shall hold a second vote at that meeting to fill the remaining vacancy or vacancies. In the event that the nominees still have the same number of votes, the Chair shall have the casting vote.
- 11 7 The members of the Executive Committee so elected (or appointed in accordance with Article 11 6) shall take office with effect from midnight on the day of the General Meeting at which the election for membership took place. The serving members of the Executive Committee shall remain in office until the new members of the Executive Committee take office in accordance with this Article 11 8 at which time they shall retire from office.
- 11 8 Following the annual election of members of the Executive Committee such members shall before the first meeting of the new Executive Committee elect by simple majority from among their number a Chairman to hold office until the election of their successors.
- 11 9 The election of the Chairman will be via a secret ballot. Nominations will be requested from all members of the Executive Committee, following which an election will take place where there is more than one nomination for the Chairman.
- 11 10 The election result for the Chairman will be announced at the beginning of the first meeting of the new Executive Committee.
- 11 11 The retiring officers of the Executive Committee shall be eligible for re-election.

## 12 0 POWERS AND DUTIES OF THE EXECUTIVE COMMITTEE

### **Discretion and validity of actions**

- 12 1 The business of the Forum shall be managed by the Executive Committee, who may exercise all such powers of the Forum as are not required to be exercised by the Forum in General Meeting, subject nevertheless to the provisions of the Act, the Articles and to such regulations and bye-laws as may be prescribed by the Forum in a General Meeting, being not inconsistent with the aforesaid provisions, but any regulation made by the Forum in a General Meeting and any bye-law shall not invalidate any prior act of the Executive Committee which would have been valid if that regulation or, as the case may be, bye-law had not been made

### **Bye-laws**

- 12 2 The Executive Committee may make from time to time and at any time such rules or bye-laws not inconsistent with the Articles of the Forum as they consider to be necessary or convenient for the proper conduct and management of the Forum subject always to any extension, modification or repeal thereof as may be resolved by the members in a General Meeting Any such rules or bye-laws shall be deemed not to form part of the Articles and shall be construed separately from the Articles except as such rules or bye-laws may provide to the contrary but nevertheless shall be binding on the members and the Executive Committee subject as aforesaid as therein provided

### **Cheques**

- 12 3 All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments, and all receipts for moneys paid to the Forum, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two or more of the Executive Committee or one member of the Executive Committee and the Secretary in such manner as the Executive Committee shall from time to time determine save that one signature approved by the Executive Committee shall be sufficient authority for the payment of a sum not exceeding **£10,000.00** Any bank account in which assets of the Forum are held shall be operated only by the Executive Committee and shall include the name of the Forum

### **Borrowing powers**

- 12 4 Subject to the Objects of the Forum, the Executive Committee may exercise all the powers of the Forum to borrow money without limit as to amount and upon such terms and in such manner, and to grant any mortgage, charge or standard security over its undertaking, property, or any part thereof, and to grant security for any debt, liability or obligation of the Forum, or of any third party, as they think fit

### **Recording administration**

- 12 5 The Executive Committee shall cause minutes to be made
- 12 5 1 of all the appointments of officers made by the Executive Committee,
- 12 5 2 of the names of the Executive Committee present at each meeting of the Executive Committee and any sub-committee thereof, and
- 12 5 3 of all resolutions proceedings and business at all general and other meetings of the Forum, and of the Executive Committee, and of any sub-committee, and, together with all registers, instruments, contracts, notices, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Forum, the same may be recorded as the Executive Committee may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification 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

#### **Effect of vacancies in office**

- 12 6 The Executive Committee for the time being may act notwithstanding any vacancy in their body provided always that in case the Executive Committee 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 Executive Committee for the purpose of admitting persons to membership of the Forum, filling up vacancies in their body, or of summoning a General Meeting, but not for any other purpose

#### **13 0 DISQUALIFICATION OF THE EXECUTIVE COMMITTEE**

##### **Vacation of office**

- 13 1 The office of member of the Executive Committee shall be vacated if the holder thereof,
- 13 1 1 becomes bankrupt or makes generally any arrangement or composition with the creditors thereof, or
  - 13 1 2 becomes a person in respect of whom an order is made by any competent court by reason of mental disorder or becomes incapable by reason of illness or injury of managing and administering the property and affairs thereof, or
  - 13 1 3 ceases to be for whatever reason a Member's Representative, or
  - 13 1 4 resigns office by notice in writing to the Forum, or
  - 13 1 5 becomes prohibited from holding office by reason of any of the matters in the Act or the Company Directors Disqualification Act 1986, or otherwise becomes prohibited by law from being a director of a company, or
  - 13 1 6 is convicted of an offence which is likely to bring the Forum into disrepute, or
  - 13 1 7 is removed from office under the provisions of the Act or the Articles, or
  - 13 1 8 has been absent for more than 6 consecutive months without permission of the Executive Committee from meetings thereof held during that period and the Executive Committee so resolve, or
  - 13 1 9 receives from the Forum any payment except only as may be permitted expressly by the Articles
- 13 2 In the event that a resignation from the Executive Committee is confirmed, the reappointment of the vacancy will be held over until the next annual election of the Executive Committee in accordance with Article 11 provided there is still a quorum in accordance with Article 16 2
- 13 3 In the absence of the requisite number of Executive Committee members remaining in position to achieve a quorum in accordance with Article 16 2, an election will take place to fill the total of the outstanding vacancies or as many as deemed necessary to re-establish a quorum pending the next annual election of the Executive Committee

#### **14 0 CHANGES OF EXECUTIVE COMMITTEE RESOLVED BY MEMBERS**

- 14 1 The Forum from time to time in General Meeting may determine by ordinary resolution to increase or reduce the number of Executive Committee members and in what order of rotation any increased or reduced number of Executive Committee members shall go out of office, and may make the appointments necessary for effecting any such increase

#### 15 0 REMOVAL BY EXTRAORDINARY RESOLUTION

- 15 1 In addition and without prejudice to the provisions of section 303 of the Act, the Forum may by extraordinary resolution remove any or all member(s) of the Executive Committee before the expiration of the period of office thereof notwithstanding anything in the Articles or any agreement between the Forum and such member of the Executive Committee, and may by an ordinary resolution appoint another Member's Representative instead thereof but any person so appointed shall retain office so long only as the member in whose place such person is appointed would have held the same if the person so removed had not been removed

#### 16 0 PROCEEDINGS OF THE EXECUTIVE COMMITTEE

##### **Control of proceedings by Executive Committee**

- 16 1 The Executive Committee may meet together for the despatch of business, adjourn, and otherwise regulate their meetings, as they think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the Chairman shall have a second or casting vote. A member of the Executive Committee may, and the Secretary on the requisition of a member of the Executive Committee shall, at any time summon a meeting of the Executive Committee. It shall not be necessary to give notice of a meeting of the Executive Committee to any member of the Executive Committee for the time being absent from the United Kingdom unless notice of the address abroad thereof has been given to the Forum.

##### **Quorum of Executive Committee**

- 16 2 The quorum necessary for the transaction of the business of the Executive Committee may be fixed by the members of the Forum, and unless so fixed shall be, and in any case shall never be less than two. A person who holds office only as an alternate member of the Executive Committee shall, if his appointer is not present, be counted in the quorum.

##### **Chairman to preside**

- 16 3 The Chairman of the Forum shall preside at all meetings of the Executive Committee at which the Chairman shall be present, but in the absence of the Chairman the Executive Committee shall elect another member to preside for that meeting.

##### **Committees**

- 16 4 The Executive Committee may delegate any of their powers to committees consisting of such member or members of the Forum or members' representatives as they think fit, and any committee so formed shall, in the exercise of powers so delegated, conform to the Articles and to any regulations and bye-laws imposed on it by the Executive Committee. 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 Executive Committee so far as applicable and so far as the same shall not be superseded by any regulations made by the Executive Committee. All acts and proceedings of any such committee shall be reported to the Executive Committee as soon as possible.

##### **Validity of acts despite defaults**

- 16 5 All acts bona fide done by any meeting of the Executive Committee or of any committee, or by any Executive Committee, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such member of the Executive Committee, or that such member of the Executive Committee or any of them were disqualified, shall 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 Executive Committee

#### **Resolutions in writing**

- 16 6 A resolution shall be in writing and may consist of two or more documents in like form signed by one or more of all the Executive Committee or members of any committee thereof who are entitled to receive notice of a meeting of the Executive Committee or of such committee and shall be as valid and effectual as if it had been passed at a meeting of the Executive Committee or of such committee duly convened and held

#### **17 0 OFFICIAL SEAL**

- 17 1 The seal of the Forum shall not be affixed to any instrument except by the authority of a resolution of the Executive Committee and in the presence of at least two Executive Committee or one of them and the Secretary, and the said Executive Committee and 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 Forum such signatures shall be conclusive evidence of the fact that the seal has been properly affixed

#### **18 0 INDEMNITY**

- 18 1 Subject to section 310 of the Act and the Articles of Association every member of the Executive Committee, member or other officer or servant of the Forum shall be indemnified out of the assets of the Forum against all losses or liabilities which such person may sustain or incur in or about the bona fide execution of the duties thereof or otherwise in relation thereto, including any liability incurred thereby in defending any proceedings, whether civil or criminal, in which judgement is given in favour thereof or in which such person is acquitted or in connection with any application under sections 144 (3) or 727 of the Act in which relief is granted by the Court, and no member of the Executive Committee, member or other officer or servant shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Forum in the bona fide execution of the duties of the office thereof or in relation thereto, and the Forum may purchase and maintain insurance against liability relating to the Forum in respect of negligence, default, breach of duty and breach of trust attaching to any officer or auditor of the Forum for the time being, provided always that the Executive Committee shall state the existence of any such insurance in their report for each financial year

#### **19 0 SECRETARY GENERAL**

- 19 1 The Forum may from time to time by ordinary resolution authorise the Executive Committee to appoint any person (not being a member of the Executive Committee) to the office(s) of Managing Director and/or Secretary-General for such term and upon such conditions as it thinks fit and may at any time revoke such appointment

19 2 The Managing Director and Secretary-General shall receive such remuneration as the Executive Committee may determine and shall each ex officio be entitled to attend all meetings of the Forum of the Executive Committee and of the Workgroups but shall not be entitled to vote thereat

19 3 The Executive Committee may delegate to the Managing Director or Secretary-General any of the powers, duties and activities exercisable by the Executive Committee upon such terms and conditions and with such restrictions as they think fit and may from time to time revoke, withdraw, alter or vary any of such powers

## 20 0 WORKGROUPS

20 1 The Executive Committee may establish Workgroups for specific purposes Workgroups shall be open to all members of the Forum

20 2 Each Workgroup shall have written terms of reference which shall -

20 2 1 designate the name of the Workgroup,

20 2 2 appoint the Chairman of the Workgroup,

20 2 3 mandate an annual election of the Chairman of the Workgroup,

20 2 4 designate the objective of the Workgroup,

20 2 5 provide for preparation and circulation to all members of the Forum of the notices, agenda and minutes of the Workgroup,

20 2 6 submit a monthly report to the Executive Committee on the activities of the Workgroup,

20 2 7 require the Chairman of the Workgroup to be aware of and to comply with the relevant provisions of competition law,

20 3 A Workgroup may not incur expense without the express authority of the Executive Committee

20 4 A Workgroup may establish sub-workgroups and in that event shall establish terms of reference substantially in the terms set out in Article 20 2

## 21 0 ALTERNATE MEMBERS OF THE EXECUTIVE COMMITTEE

21 1 Any member of the Executive Committee may at any time appoint one person who is an officer or employee of a member of the Forum, but is not a member nor alternate member of the Executive Committee, to be an alternate member of the Executive Committee and may at any time remove any alternate member so appointed by him

21 2 An alternate member of the Executive Committee so appointed shall be subject to the provisions of these Articles with regard to Executive Committee members

21 3 An alternate member of the Executive Committee shall (subject to his giving to the Forum an address within the United Kingdom at which notices may be served upon him) be entitled to receive notices of all meetings of the Executive Committee and to attend and vote as a member of the Executive Committee at any such meeting at which the member appointing him is not personally present and generally perform all the functions of his appointor as a member of the Executive Committee in the absence of such appointor

21 4 An alternate member of the Executive Committee shall continue to be an alternate if his appointor shall have retired from the Executive Committee and been immediately

re-elected in accordance with the provisions of Article 11. In all other cases an alternate member shall cease to be an alternate member if his appointor ceases for any reason to be a member of the Executive Committee

21 5 All appointments and removals of alternate members of the Executive Committee shall be effected by notice in writing to the Secretary under the hand of the member of the Executive Committee making or revoking such appointment deposited at the Office and shall be effective either on the date such notice is deposited at the Office or at such later date as shall be specified therein

21 6 Save as otherwise provided in the Articles, an alternate member shall be deemed for all purposes to be a member of the Executive Committee and shall alone be responsible for his own acts and defaults and he shall not be deemed to be the agent of his appointor

21 7 The maximum number of alternate members shall be four

## 22 0 COMPANY SECRETARY

22 1 Subject to the provisions of the Act, the Secretary shall be appointed by the Executive Committee for such term, at such remuneration and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them

22 2 A provision of the Act or the Articles requiring or authorising a thing to be done by or to a member of the Executive Committee and the Secretary shall not be satisfied by its being done by or to the same person acting both as a member of the Executive Committee and as, or in place of, the Secretary, and anything required or authorised to be done by or to the Secretary may, if the office is vacant or there is for any other reason no Secretary capable of acting, be done by or to any assistant or deputy Secretary or, if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Forum authorised generally or specially in that behalf by the Executive Committee

## 23 0 ACCOUNTS

### **Accounting records**

23 1 The Executive Committee shall cause accounting records to be kept in accordance with section 221 of the Act

### **Accounting records to be kept at registered office**

23 2 The accounting records shall be kept at the registered office of the Forum, or, subject to section 222 of the Act, at such other place or places as the Executive Committee shall think fit, and shall be open during all normal business hours to inspection by the Executive Committee

### **Inspection of records by members**

23 3 Subject to any reasonable restriction as to the time and manner of inspecting the same, the accounts and books of the Forum or any of them shall be open to inspection by the members

### **Laying of accounts**

23 4 The Executive Committee shall from time to time cause to be prepared and to be laid before the Forum in General Meeting such income and expenditure accounts and balance sheets and reports as are required by sections 226, 234, 234A and 235 of the Act, and otherwise comply with the requirements of Chapter I of Part VII of the Act

### **Preliminary issue of accounts**

- 23 5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Forum in General Meeting, together with a copy of the auditors' report and Executive Committee' report, shall be sent, not less than 21 days before the date of the meeting to every member subject nevertheless to Article 8, provided always that this Article shall not require a copy of those documents to be sent to any person of whose address the Forum is not aware or to more than one of the joint holders of any debentures

### **Restriction on application of income**

- 23 6 The income of the Forum shall be applied solely towards the provision of all or any of the objects of the Forum at such time or times and in such manner as the Executive Committee shall think fit, with power to the Executive Committee to create a reserve fund or funds to be applicable as aforesaid and pending such application to invest it as the Executive Committee shall think fit provided always that the payment of dividends to the members is prohibited

### **24 0 CONFORMITY**

#### **Audit**

- 24 1 Auditors shall be appointed and their duties regulated in accordance with sections 235 to 237 and Chapter V of Part XI of the Act

### **25 0 NOTICES**

- 25 1 A notice may be given by the Forum to any member either personally or by sending it by post to the registered address thereof, or, if that member has no registered address within the United Kingdom, to the address, if any, supplied by that member to the Forum for the giving of notices to that member, or by e-mail if a member has supplied an e-mail address to the Forum and confirmed to the Forum that it is prepared to accept notice by e-mail Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of 24 hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post Where a notice is sent by email service of the notice shall be deemed to be effected by properly addressing and initiating the sending of the email provided that the sender of the notice does not receive a message informing of the failure of transmission of the email

### **26 0 RECORDS**

- 26 1 The Executive Committee may cause all or any accounts, books, records or other information or any thereof statutorily or otherwise required to be registered or recorded by the Forum to be recorded as the Executive Committee may determine in bound books or by some other means so long as the recording is capable of being reproduced in legible form and adequate precautions are taken for guarding against falsification and any reference in the Articles to books or registers or other documentary record shall be deemed to include such other means as aforesaid

### **27 0 EXEMPT NAME STATUS**

- 27 1 So long as the Forum is exempt from having the word 'Limited' as the last word of its name any profits of the Forum or other income shall be applied in promoting its

objects, and the payment of dividends to its members is prohibited, and all the assets which would otherwise be available to its members generally shall be transferred on its winding up either to another body with objects similar to those of the Forum and anything incidental or conducive thereto (whether or not the body is a member of the Forum) Provided always that this Article shall prevail in the case of any conflict between it and any other provision in the Articles, and shall not be altered so that the Forum ceases to comply with section 30(3) of the Acts

## 28 0 STATEMENTS IN THE NAME OF THE FORUM

28 1 A verbal or written statement may be issued in the name of the Forum provided -

28 1 1 In the case of any written requests seeking the views and opinions of the Forum, no statements will be made unless it had been circulated to the Executive Committee for its approval, or

28 1 2 In the case of media requests, seeking views and opinions of the Forum the Spokesperson or Chairman will circulate the request and draft statement to the Executive Committee (via the Secretary) for comment prior to making any statement, unless an immediate response is deemed necessary by the Spokesperson or Chairman and it is impractical to seek the views of the Executive Committee, or

28 1 3 In the case of all other statements such as at public meetings, meetings with Government Ministers, Regulators, or the general public, where an immediate response is warranted, statements may be made by either the Spokesperson or any member of the Executive Committee

28 2 A statement may be issued in the name of the Forum which satisfies the conditions of Article (28) providing the reasonable endeavours have been exercised to secure the majority support of the Executive Committee, i.e. where the majority of the Executive Committee have not objected to the release of the statement

28 3 All statements made on behalf of the Gas Forum shall be consistent with the Gas Forum Objects, and in the case of the Spokesperson is consistent with the current Gas Forum policy as agreed from time to time

## 29 0 THE FORUM'S OBJECTS

29 1 The name of the Company is The Gas Forum ("the Forum")

29 2 The registered office of the Forum will be situated in England and Wales

29 3 The objects of the Forum shall be as follows -

29 3 1 To promote the interests of persons and bodies (whether incorporated or unincorporated) engaged in the business of the onshore distribution, by pipeline or otherwise, or the supply of gas as defined in Section 48(1) of the Gas Act 1986 or any Act or Regulation amending or varying the same in Great Britain (which business is hereinafter referred to as "the Industry") and to provide for the Industry the means of formulating, making known, influencing and carrying out policy in regard to industrial, economic, fiscal, legal, technical and other questions

29 3 2 To maintain contacts with Her Majesty's Ministers, Government Departments, planning bodies sponsored by Her Majesty's Government, with the Office of Gas and Electricity Markets, any consumer representative bodies and any regulating bodies concerned with the Industry and any other problems or

organisations either in the Great Britain or elsewhere with a view to ensuring that the special problems and requirements of the Industry receive appropriate consideration

- 29 3 3 To liaise and co-operate with Government Departments and Public Authorities and bodies and support or oppose any legislative action which may affect the Industry To give to the Legislature, Government Departments, Local Authorities and other public or private bodies such advice and guidance as regards matters directly or indirectly affecting the Industry as may be appropriate from time to time
- 29 3 4 To encourage the Industry's efficiency and for such purposes to provide advice, information and other services
- 29 3 5 To promote good relations between the Industry and the public and to arrange, organise and undertake any public relations activity in the interests of the Industry
- 29 3 6 To promote the conduct of research and other scientific work in connection with gas transportation by pipeline or otherwise and to raise the standard of the technical and professional knowledge of persons engaged in gas transportation by pipeline or otherwise and to provide for the conduct of training courses in that connection
- 29 3 7 To provide funding for studies related to the objectives of the Forum by means of research fellowships and bursaries for the remuneration instruction and support of research graduates and students and to establish and endow grants award prizes and other benefactions
- 29 3 8 To co-operate with and render financial and other assistance to other charitable associations whether incorporated or not having objects similar to and of a nature likely to promote the objects of the Forum Provided that any such association shall by its constitution prohibit the distribution of its income and property among its members to an extent at least as great as is imposed on this Forum by its Articles
- 29 3 9 To promote and finance industrial research and efficiency especially in relation to the transportation, shipping, or supply, of gas by pipeline or otherwise, to prepare, publish, print, issue, edit, acquire and circulate any documents in writing, or any films, tapes or other documents reproducing information relating to the Industry, to improve methods of education in gas transportation, shipping, or supply by pipeline or otherwise, and to initiate, hold, direct, sponsor or take part in exhibitions, displays, conferences and other gatherings for the purpose of advancing any of the objects of the Forum and generally to facilitate the exchange of information and ideas in relation to those objects
- 29 3 10 To retain or employ skilled professional or technical advisers or workers in connection with the objects of the Forum or any of them and to pay to such advisers or workers such fees or other remuneration as may be considered expedient
- 29 3 11 To further the objects of the Forum or any of them by acting directly or indirectly through, associating with or by promoting co-operation between, or co-operating with, anybody or bodies whatsoever in Great Britain or elsewhere, and by appointing members of the Forum and others to represent the Forum on any such body or bodies

- 29 3 12 To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges which the Forum may think necessary or convenient for the promotion of its objects, and to construct, maintain and alter any buildings or erections necessary or convenient for the work of the Forum
- 29 3 13 To sell, let, mortgage, dispose of or turn to account all or any of the property or assets of the Forum as may be thought expedient with a view to the promotion of its objects and in particular to mortgage or charge the whole or any part of its undertaking and property and to issue debentures and other securities
- 29 3 14 To undertake, accept, execute, perform and administer any lawful trust or conditions affecting any real or personal property of whatsoever nature held or owned in trust for the benefit of, or for any of the purposes or objects of, the Forum and to accept any donation, devise, bequest, subscription or contribution for any of the purposes or objects thereof
- 29 3 15 To borrow or raise money for the purposes of the Forum on such terms and on such security as may be thought fit
- 29 3 16 To invest the moneys of the Forum not immediately required for its purposes in or upon such investments, securities or property as may be thought fit
- 29 3 17 To subscribe or guarantee money for charitable purposes and to accept grants of money and subscriptions and donations from public and private bodies and persons towards carrying out the principal objects of the Forum
- 29 3 18 To lend and advance money not immediately required for use in connection with any of its objects, and to give credit on such terms and in such manner as may from time to time be determined and to place any such moneys on deposit with bankers and others
- 29 3 19 To draw, accept, make, endorse, discount, execute, issue, negotiate, buy, sell and otherwise deal in cheques, bills of exchange, promissory notes, and other negotiable or transferable instruments
- 29 3 20 To apply for, institute, promote, support or obtain any Royal Charter, legislative, municipal or other Acts, authorisations, proceedings or actions for the purpose of enabling the Forum to carry any of its objects into effect or of effecting any modifications of the Forum's Constitution, or for any other purpose which may be considered expedient, and to oppose any proceedings or actions which may be considered calculated directly or indirectly to prejudice the Forum's interests
- 29 3 21 To pay all expenses to the incorporation and establishment of the Forum
- 29 3 22 To do all such other things as are incidental or conducive to the attainment of the above objects
- 29 3 23 To do all or any of the things and matters aforesaid, either as principal, agent, trustee or otherwise, and by or through trustees, agents or otherwise, and either alone or in conjunction with others
- 29 3 24 To purchase and maintain for members of the Executive Committee officers or auditors of the Forum or its Sections as defined in the Articles such insurances in such amounts as the Forum shall think fit to the extent to which such insurances may from time to time be lawfully allowed

- 29 3 25 To draw up voluntary codes of practice to promote best practice within the Industry and between Members
- 29 4 In case the Forum shall take or hold any property which may be subject to any trusts, the Forum shall only deal with or invest the same in such manner as is allowed by law, having regard to such trusts
- 29 5 The objects of the Forum shall not save through the promotion of voluntary codes of practice extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers
- 29 6 The objects of the Forum shall not save through the promotion of voluntary codes of practice extend to any matters relating to the terms and conditions of sale of any gas or gas products
- 29 7 The Forum shall not save through the promotion of voluntary codes of practice enter into any agreement or arrangement or make any recommendation which attracts registration under the Restrictive Trade Practices Act 1976 (or any amendment or modification thereto or any Orders thereunder) and shall comply with all applicable competition law) Furthermore any activity (whether by way of express act, recommendation or otherwise) on the part of the Forum which constitutes an infringement on the part of the Forum or its members of the competition law of the United Kingdom, European Community or the United States of America shall be deemed to be ultra vires the Forum
- 29 8 The income and property of the Forum whencesoever derived shall be applied solely towards the promotion of the object of the Forum as set forth from time to time, 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 the members of the Forum
- 29 9 Provided that nothing herein shall prevent the payment, in good faith, or reasonable and proper remuneration to any employee of the Forum or to any member of the Forum in return for any services actually rendered to the Forum, nor prevent the payment of interest at a reasonable and proper rate for the time being on money lent or reasonable or proper rent for premises demised or let by any member to the Forum but so that no member of the Executive Committee of the Forum (hereinafter called "the Executive Committee") shall be appointed to any salaried office of the Forum or any office of the Forum paid by fees, and that no remuneration or other benefit in money or money's worth shall be given by the Forum to any member of the Executive Committee except interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Forum, provided that the provision last aforesaid shall not apply to any payment to any company of which a member of the Executive Committee may be a member, and in which such member shall not hold more than one-hundredth part of the capital, and such member shall not be bound to account for any share of profits he may receive in respect of any such payment, provided further that nothing herein contained shall prevent the Forum from repaying, to any member of the Executive Committee or of any Board, Committee, or sub-committee of the Forum, any out-of-pocket expenses incurred by him in consequence of his attendance at any GM of the Forum or at any meeting of the Executive Committee or of any Board, Committee or sub-committee of the Forum, or otherwise howsoever in the performance of his duties in connection with the affairs of the Forum
- 29 10 In case the Forum shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales the Forum shall not sell, mortgage, charge or lease the same without such authority approval or consent as may be required by law and as regards any such property the Executive Committee of the Forum shall be chargeable for any such property that may come into their hands and

shall be answerable and accountable for their own acts receipts neglects and defaults and for the due administration of such property in the same manner and to the same extent as such Executive Committee would have been if no incorporation had been effected and the incorporation of the Forum shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioners over such Executive Committee but they shall as regards any such property be subject jointly and separately to such control or authority as if the Forum were not incorporated

29 11 The liability of the members is limited

29 12 Every member of the Forum undertakes to contribute to the assets of the Forum 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 Forum 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

29 13 If upon the winding up or dissolution of the Forum there remains, after the satisfaction of all its debts and liabilities, any property whatsoever the same shall be distributed in equal share among the members of the Forum

29 14 True accounts shall be kept of the sums of money received and expended by the Forum, and of the matters in respect of which such receipts and expenditure take place, of all sales and purchases of goods by the Forum and of the property, credits and liabilities of the Forum, and, subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with the regulations of the Forum for the time being, such accounts shall be open to the inspection of the members Once at least in every year the accounts of the Forum 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