

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
Registered in England and Wales number 08716467

ARTICLES OF ASSOCIATION
OF
LINKED DATA BENCHMARK COUNCIL

1. The Company's name is Linked Data Benchmark Council

(and in this document it is called the "Company")

2. Interpretation

2.1. In the articles

"address"	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Company,
"Affiliate"	means in relation to a body corporate, any subsidiary, subsidiary undertaking or holding company of such body corporate and any subsidiary or subsidiary undertaking of any such holding company for the time being;
"the Articles"	means the Company's articles of association;
"the Company"	means the Company intended to be regulated by the articles;
"clear days"	in relation to the period of a notice means a period excluding: ▪ the day when the notice is given or deemed to be given; and ▪ the day for which it is given or on which it is to take effect
"Companies Acts"	means the Companies Acts (as defined in Section 2 of the Companies Act 2006) insofar as they apply to the company;
"the Directors"	means the directors of the Company;
"Document"	includes, unless otherwise specified, any document sent or supplied in electronic form;
"Electronic form"	has the meaning given in section 1168 of the Companies Act 2006;

"Members Council"	means the members council to be established under Article 26;
"the Memorandum"	means the Company's memorandum of association;
"Officers"	includes the Directors and the secretary (if any);
"Organisation"	means any association, partnership, corporation or other collective institution, however constituted, able to act either on behalf of its members or owners or as a person independent of them;
"the Seal"	means the common seal of the Company if it has one;
"Secretary"	means any person appointed to perform the duties of the secretary of the Company; and
"the United Kingdom"	means Great Britain and Northern Ireland.

- 2.2. Words importing one gender shall include all genders, and the singular includes the plural and vice versa.
- 2.3. A reference to a holding company or a subsidiary means a holding company or a subsidiary (as the case may be) as defined in section 1159 of the Companies Act 2006 and a company shall be treated, for the purposes only of the membership requirement contained in sections 1159(1)(b) and (c), as a member of another company even if its shares in that other company are registered in the name of another person (or its nominee) by way of security or in connection with the taking of security, or (b) its nominee. In the case of a limited liability partnership which is a subsidiary of a company or another limited liability partnership, section 1159 of the Companies Act 2006 shall be amended so that: (a) references in sections 1159(a) and (c) to voting rights are to the members' rights to vote on all or substantially all matters which are decided by a vote of the members of the limited liability partnership; and (b) the reference in section 1159(1)(b) to the right to appoint or remove a majority of its board of directors is to the right to appoint or remove members holding a majority of the voting rights.
- 2.4. Unless the context otherwise requires words or expressions contained In the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Company.
- 2.5. Apart from the exception mentioned in the previous paragraph, a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

3. LIABILITY OF MEMBERS

- 3.1. The liability of the members is limited.
- 3.2. Every member of the Company promises, if the Company is dissolved while it is a member or within twelve months after it ceases to be a member, to contribute such sum (not exceeding £5) as may be demanded of it towards the payment of the debts

and liabilities of the Company incurred before it ceases to be a member, and of the costs, charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

4. OBJECTS

The Company is established for the following purposes (“the Objects”):

- 4.1. To develop, maintain and evolve credible industry benchmarks for graph and RDF database systems which enable users of information technology to better compare graph and RDF technology products and competing technologies such as (but not limited to) relational database systems.
- 4.2. To encourage innovation in graph and RDF technology by providing industry standards, primarily those which can measure improvements, and by participating in and organizing contributions to the formation of other related industry standards such as (but not limited to) query and schema languages, and in associated theoretical or experimental research.
- 4.3. To bring together persons involved in graph and RDF data management technology to provide a forum for the development of benchmarks and exchange of information about benchmark results.
- 4.4. To do all such other things as are necessary for the attainment of the above Objects or any of them.

5. POWERS

The Company has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the Company has power:

- 5.1. to raise funds;
- 5.2. to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- 5.3. to sell, lease or otherwise dispose of all or any part of the property belonging to the Company;
- 5.4. to borrow money and to charge the whole or any part of the property belonging to the Company as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation;
- 5.5. to co-operate with other not for profit organisations, trade associations, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.6. to acquire, merge with or to enter into any partnership or joint venture arrangement with any other organisation;
- 5.7. to employ and remunerate such staff as are necessary for carrying out the work of the Company;
- 5.8. to provide indemnity insurance for the Directors.

6. APPLICATION OF INCOME AND PROPERTY

- 6.1. The income and property of the Company shall be applied solely towards the promotion of the Objects.
- 6.2. A Director is entitled to be reimbursed from the property of the Company or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Company.
- 6.3. A Director may benefit from director, trustee or offices indemnity insurance cover purchased at the Company's expense.
- 6.4. A Director may receive an indemnity from the Company in the circumstances specified in article 29.
- 6.5. A Director may not receive any other benefit or payment unless it is authorised by the members.
- 6.6. None of the income or property of the Company may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Company. This does not prevent a member receiving reasonable and proper remuneration for any goods or services supplied to the Company.

7. MEMBERS

- 7.1. The subscribers to the memorandum were the first members of the company.
- 7.2. There shall be two classes of members of the Company: :
 - 7.2.1. those commercial Organisations, or not-for-profit Organisations, or individuals who pay an annual subscription fee and have a vote ("Voting Members"); and
 - 7.2.2. individuals who pay no subscription fee and do not have a vote but who are deemed to contribute to the work, knowledge, resources or good reputation of the Company ("Associate Members").
- 7.3. Voting Members shall be admitted to membership by a meeting or written resolution of the members, or of the Members Council.
- 7.4. Associate Members shall be admitted to membership by the Directors, and shall have the right to take part in such activities and to receive such information as the Directors see fit.
- 7.5. Voting Members shall be informed in a timely fashion of matters relating to the constitution, policies, financial standing, principal activities and the setting up or dissolution of working bodies of the Company, in addition to their right to be notified of meetings and proposed resolutions .of the members under Articles 11 and 13.
- 7.6. Only a Voting Member, or its authorized representative in the case of an Organisation, shall be entitled to be a Director of the Company, or to belong to its Members Council.
- 7.7. An individual whose membership is automatically terminated in accordance with article 10.2 shall be entitled to re-apply for membership.

- 7.8. Membership is not transferable.
- 7.9. The Directors must keep a register of names and addresses of the members and shall publish details of the members which are Organisations on the Company's website.

8. VARIATION OF CLASS RIGHTS

- 8.1. There are two classes of membership: firstly the Voting Members and secondly the Associate Members,
- 8.2. The rights attached to either class of membership may only be varied if:
 - 8.2.1. Three-quarters of the members of that class consent in writing to the variation, or
 - 8.2.2. A special resolution is passed at a separate general meeting of the members of that class agreeing to the variation; and
 - 8.2.3. Three-quarters of the Voting Members pass a written resolution or a special resolution is passed at a general meeting of the Voting Members
- 8.3. The Directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 8.4. The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of either class of members.

9. SUBSCRIPTIONS

- 9.1. The annual subscription fee payable by Voting Members shall be set from time to time by the Directors having careful regard to opinions within the Members Council. Such annual subscription shall be due and payable on receipt of an invoice in January each year.
- 9.2. Different fees may be set for distinct categories of Voting Members having regard to such factors as the economic capacity or domicile of those members, or to the level of the services provided to them by the Company, or to the benefits attaching to their membership
- 9.3. In no event shall either a) the level of subscription fee payable by a member or b) the payment or non-payment by such a member of any additional fee for the delivery or procurement by the Company of specific services to that member affect the equal rights of all Voting Members.
- 9.4. New members shall pay the subscription pro rata to the period of time from becoming a member to 31 December in the year in which they become a member. The subscription shall be due and payable on receipt of an invoice issued on or after the date when the member became a member.
- 9.5. No part of the annual subscription shall be refunded to a member whose membership is terminated in accordance with article 10 unless the Directors so decide.

10. TERMINATION OF MEMBERSHIP

Membership is terminated if

- 10.1. the member being an Organisation ceases to exist, or being an individual, dies;
- 10.2. the member, being an individual, has been a member for two years and membership shall terminate automatically on the second anniversary of the member becoming a member;
- 10.3. the member being an individual and a Voting Member ceases to sit on the Members Council;
- 10.4. the member resigns by written notice to the Company unless, after the resignation, there would be fewer than two members, where the date of termination shall be the date of actual receipt by the Company of the notice;
- 10.5. any sum due from the member to the Company is not paid in full within three months of it falling due provided that they have been served a written demand for payment and the member is removed from membership by a resolution passed by two thirds of the total number of Directors voting in favour that it is in the best interests of the Company that its or his membership is terminated. A resolution to remove a member from membership may only be passed if the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed or the date of circulation of a proposed written resolution of the Directors and the reasons why the resolution is to be proposed and the member has been allowed to make representations in writing to the Directors.

11. GENERAL MEETINGS

- 11.1. A resolution of the Voting Members shall be passed either as a written resolution in accordance with article 13 and the Companies Act or at a meeting of the Voting Members to which the provisions of the Companies Acts and the Articles shall apply.
- 11.2. The Directors may call a general meeting at any time.

12. PROCEEDINGS AT GENERAL MEETINGS

- 12.1. No business shall be transacted at any general meeting unless a quorum is present.
- 12.2. A quorum is the duly authorised representatives of Organisations or individual members who are Voting Members together amounting to one third of the total Voting Members at the time present in person or by proxy and entitled to vote upon the business to be conducted at the meeting.
- 12.3. If:
 - 12.3.1. a quorum is not present within half an hour from the time appointed for the meeting; or
 - 12.3.2. during a meeting a quorum ceases to be present;
 the meeting shall be adjourned to such time and place as the Directors shall determine.
- 12.4. The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.
- 12.5. If no quorum is present at the reconvened meeting within fifteen minutes of the time

specified for the start of the meeting the members (excluding individual members) present in person or by proxy at that time shall constitute the quorum for that meeting

- 12.6. General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors.
- 12.7. If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting
- 12.8. If there is only one Director present and willing to act, he or she shall chair the meeting.
- 12.9. If no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 12.10. The adjournment of a general meeting, the giving of notice of an adjourned meeting, voting at general meetings, the results of a vote, polls and matters concerning proxies shall all be governed by the provisions of the Companies Acts.

13. WRITTEN RESOLUTIONS

- 13.1. A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that
 - 13.1.1. a copy of the proposed resolution has been sent to every eligible member,
 - 13.1.2. a simple majority (or in the case of a special resolution a majority of not less than 75%) of members who have the right to vote has signified its agreement to the resolution; and
 - 13.1.3. it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 13.2. A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 13.3. In the case of a member that is an Organisation, its authorised representative may signify its agreement.

14. VOTES OF MEMBERS

- 14.1. Voting Members shall each have one vote. Associate Members do not have a right to vote.
- 14.2. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 14.3.
 - 14.3.1. Any Organisation that is a member of the Company may nominate any person to act as its representative at any meeting of the Company.

- 14.3.2. The Organisation must give written notice to the Company of the name of its representative. The representative shall not be entitled to represent the Organisation at any meeting unless the notice has been received by the Company. The representative may continue to represent the Organisation until written notice to the contrary is received by the Company. The representative may notify the Company on behalf of the appointing member if he or she is ceasing or has ceased to be to be the authorised representative and give the Company notice of his or her replacement.
- 14.3.3. Any notice given to the Company will be conclusive evidence that the representative is entitled to represent the Organisation or that his or her authority has been revoked. The Company shall not be required to consider whether the representative has been properly appointed by the Organisation or that any person signing as an authorised signatory on behalf of any Organisation is authorised to sign on its behalf.

15. DIRECTORS

- 15.1. A Director must be a natural person aged 16 years or older
- 15.2. No one may be appointed a Director if he or she would be disqualified from acting under the provisions of article 19.
- 15.3. The number of Directors shall (unless determined by the Company by ordinary resolution) be a minimum of three and a maximum of five.
- 15.4. The first Directors shall be those persons notified to Companies House as the first Directors of the Company
- 15.5. A Director may appoint an alternate director to act on his or her behalf at a meeting of the Directors, by giving notice to all the Directors before the meeting starts.

16. POWERS OF DIRECTORS

- 16.1. The Directors shall manage the business of the Company and may exercise all the powers of the Company unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 16.2. No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors
- 16.3. Any meeting of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

17. APPOINTMENT AND REMOVAL OF DIRECTORS

- 17.1. The Directors at the date of the adoption of these Articles shall be those in office on that date who have not resigned.
- 17.2. Any person who is a Voting Member and who is willing to act as a Director, and is permitted by law to do so, may be appointed to be a Director by an ordinary resolution of the members at a properly convened members' meeting, or by a decision of the Directors (having consulted with the Members Council).

- 17.3. The appointment of a Director, whether by the Company in general meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.
- 17.4. In addition to their rights to remove a Director under the Companies Act 2006, any members representing a majority in number of the then voting members may remove a Director or Directors by providing written notice to the Company to that effect which shall have immediate effect.

18. CHAIR AND VICE-CHAIR

The Directors shall appoint one of their number to be the Chair and another to be the Vice-Chair both to hold office for a term of three years from the date of their appointment.

19. DISQUALIFICATION AND REMOVAL OF DIRECTORS

A Director shall cease to hold office if he or she

- 19.1. ceases to be a Director by virtue of any provision in the Companies Act or is prohibited by law from being a director;
- 19.2. ceases to be connected with a member of the Company whether as an employee, shareholder or director;
- 19.3. becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 19.4. resigns as a Director by notice to the Company (but only if at least two Directors will remain in office when the notice of resignation is to take effect); or
- 19.5. is absent without the permission of the Directors from all their meetings held within a period of 6 months and the Directors resolve that his or her office be vacated.

20. REMUNERATION AND EXPENSES OF DIRECTORS

- 20.1. The Directors must not be paid any remuneration.
- 20.2. A Director is entitled to be reimbursed reasonable expenses properly incurred by him or her when acting on behalf of the Company including the cost of travel, accommodation and subsistence when attending Directors meetings.

21. PROCEEDINGS OF DIRECTORS

- 21.1.
 - 21.1.1. The Directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
 - 21.1.2. The Chair or Vice-Chair or Directors comprising one third of the total number of Directors may call a meeting of the Directors.
 - 21.1.3. Questions arising at a meeting shall be decided by a majority of votes and the Chair at any meeting shall have a casting vote.

- 21.1.4. A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.
- 21.1.5. Four weeks' notice in writing of a meeting of Directors to take place in person shall be given to each Director. One weeks' notice in writing of a meeting to be held by suitable electronic means in accordance with article 21.1.4 shall be given to each Director.
- 21.2.
 - 21.2.1. No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the Directors in which a participant or participants may communicate with all the other participants.
 - 21.2.2. The quorum shall be the number nearest to one-third of the total number of Directors or such larger number as may be decided from time to time by the Directors.
 - 21.2.3. A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.
- 21.3. If the number of Directors is less than the number fixed as the quorum, the continuing Directors or Director may act only for the purpose of filling vacancies or of calling a general meeting
 - 21.3.1. The Chair shall chair meetings of Directors or in his or her absence the Vice-Chair
 - 21.3.2. If the Chair or the Vice-Chair are unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting
 - 21.3.3. The person appointed to chair meetings of the Directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the Directors
- 21.4.
 - 21.4.1. A resolution in writing or in electronic form agreed by a simple majority of all the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and held provided that
 - 21.4.1.1. a copy of the resolution is sent or submitted to all the Directors eligible to vote; and
 - 21.4.1.2. a simple majority of Directors has signified its agreement to the resolution in an authenticated document or documents which are received at the registered office within the period of 28 days beginning with the circulation date.

- 21.4.2. The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.

22. DELEGATION

- 22.1. The Directors may delegate any of their powers or functions to a committee of two or more Directors or to the Members Council but the terms of any delegation must be recorded in the minute book.
- 22.2. The Directors may impose conditions when delegating, including the conditions that
- 22.2.1. the relevant powers are to be exercised exclusively by the committee to who they delegate or, as the case may be, the Members Council;
- 22.2.2. no expenditure may be incurred on behalf of the Company except in accordance with a budget previously agreed with the Directors`
- 22.3. The Directors may revoke or alter a delegation.
- 22.4. All acts and proceedings of any committees of the Directors must be fully and promptly reported to the full board of Directors.

23. DECLARATION OF DIRECTORS' INTERESTS

- 23.1. A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Company or in any transaction or arrangement entered into by the Company which has not previously been declared A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest).

24. CONFLICTS OF INTEREST

- 24.1. If a conflict of interests arises for a Director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted Directors may authorise such a conflict of interest where the following conditions apply:
- 24.1.1. the conflicted Director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 24.1.2. the conflicted Director does not vote on any such matter and is not to be counted when considering whether a quorum of Directors is present at the meeting; and
- 24.1.3. the unconflicted Directors consider it is in the interests of the Company to authorise the conflict of interests in the circumstances applying
- 24.2. In this article a conflict of interest arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Director.

25. VALIDITY OF DIRECTORS' DECISIONS

- 25.1. Subject to article 25.2, all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:
- 25.1.1. who was disqualified from holding office;
 - 25.1.2. who had previously retired or who had been obliged by the constitution to vacate office;
 - 25.1.3. who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise if without the vote of that Director and that Director being counted in the quorum, the decision has been made by a majority of the Directors at a quorate meeting.
- 25.2. Article 25.1 does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for article 25.1, the resolution would have been void, or if the Director has not complied with article 23.1

26. MEMBERS COUNCIL

- 26.1. The Company shall establish a Members Council that shall, amongst other things, advise and provide strategic guidance to the Directors in relation to the business of the Company and membership issues.
- 26.2. Voting Members that are Organisations may appoint a representative to the Members Council and individuals who are Voting Members shall be on the Members Council for as long as they remain members.
- 26.3. The Members Council shall be entitled to make such provisions from time to time as it sees fit in relation to the conduct of its proceedings provided that the quorum for meetings of the Members Council shall always be at least one third of the members of the Members Council, and that decisions of the Members Council can always be made by a written resolution to which a majority of its members have signified their agreement.
- 26.4. The provisions in these articles relating to Directors conflicts of interest and remuneration shall apply in the same way to the members of the Members Council from time to time.

27. MINUTES

- 27.1. The Directors must keep minutes of all appointments of officers made by the Directors, and of proceedings at meetings of the Company and of the Members Council, and at meetings of the Directors and committees of Directors including the names of the members, Directors and officers present at meetings; the decisions made at the meetings; and where appropriate the reasons for the decisions.
- 27.2. Minutes shall be circulated to all those entitled to attend a meeting by suitable electronic means within one week of the meeting.

28. ACCOUNTS

- 28.1. The Directors must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- 28.2. The Directors must keep accounting records as required by the Companies Acts.

29. MEANS OF COMMUNICATION TO BE USED

- 29.1. Subject to the articles, anything sent or supplied by or to the Company under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Company.
- 29.2. Subject to the articles, any notice or document to be sent or supplied to a Director in connection with the taking of decisions by Directors may also be sent or supplied by the means by which that Director has asked to be sent or supplied with such notices or documents for the time being
- 29.3. Any notice to be given to or by any person pursuant to the articles:
 - 29.3.1. must be in writing, or
 - 29.3.2. must be given in electronic form
- 29.4. The Company may give any notice to a member either:
 - 29.4.1. personally, or
 - 29.4.2. by sending it by post in a prepaid envelope addressed to the member at its registered address, or
 - 29.4.3. by leaving it at the registered address of the member; or
 - 29.4.4. by giving it in electronic form to the member's address.
- 29.5. A member who does not register an address with the Company shall not be entitled to receive any notice from the Company.
- 29.6. If a duly authorised representative of a member present in person at any meeting of the Company the member shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 29.7. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 29.8. Proof that an electronic form of notice was given shall be conclusive where the Company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 29.9. In accordance with section 1147 of the Companies Act 2006 notice shall be deemed

to be given:

29.9.1. 48 hours after the envelope containing it was posted, or

29.9.2. in the case of an electronic form of communication, 48 hours after it was sent.

30. INDEMNITY

30.1. The Company shall indemnify every Director against any liability incurred in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, or breach of duty or breach of trust in relation to the Company.

30.2. In this article a "relevant Director" means any Director or former Director of the Company.

31. RULES

31.1. The Directors may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the Company and of the members.

31.2. The bye laws may regulate the following matters but are not restricted to them:

31.2.1. the admission of members of the Company and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;

31.2.2. the conduct of members of the Company in relation to one another, and to the Company's employees and volunteers;

31.2.3. the establishment and running of the members council (the "Members Council");

31.2.4. the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Companies Acts or by the articles;

31.2.5. generally, all such matters as are commonly the subject matter of Company rules.

31.3. The Company in general meeting has the power to alter, add to or repeal the rules or bye laws.

31.4. The Directors must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Company.

31.5. The rules or bye laws shall be binding on all members of the Company. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

32. DISSOLUTION

32.1. The members of the Company may at any time before, and in expectation of, its

dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Company be applied or transferred in any of the following ways

- 32.1.1. directly for the Objects; or
 - 32.1.2. by transfer to any not for profit company or association or charity for purposes similar to the Objects; or
 - 32.1.3. to any not for profit company or association or charity for use for particular purposes that fall within the Objects.
- 32.2. Subject to any such resolution of the members of the Company, the Directors of the Company may at any time before and in expectation of its dissolution resolve that any net assets of the Company after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Company be applied or transferred:
- 32.2.1. directly for the Objects; or
 - 32.2.2. by transfer to any not for profit company or association or charity for purposes similar to the Objects; or
 - 32.2.3. any not for profit company or association or charity for use for particular purposes that fall within the Objects.
 - 32.2.4. to any not for profit company or association or charity for use for particular purposes that fall within the Objects.
- 32.3. In no circumstances shall the net assets of the Company be paid to or distributed among the members of the Company and if no resolution in accordance with article 31.1 is passed by the members or the Directors the net assets of the Company shall be applied for purposes as directed by the Court.

33. APPROVAL OF STANDARDS

- 33.1. A specification (including any supporting documentation and software) produced by the Company in the pursuit of its Objects can be approved or retired as a standard only by a resolution supported by a simple majority at a general meeting or at a meeting of the Members Council, or by a written resolution in accordance with Article 13, or by a written resolution of the Members Council in accordance with Article 28.
- 33.2. Notice of a resolution to approve a standard shall be given to all Voting Members and Directors of the Company, and the resolution shall not take effect until 60 days after the date of such notice.
- 33.3. A benchmark specification can only be used for the production of test results recorded or published officially, or in any other way endorsed or validated, by the Company if it has been approved as a standard in accordance with this Article.