

Companies Acts 1985 & 1989

Company limited by guarantee and
not having a share capital

Memorandum of Association of

Low Power Radio Association

1. NAME

The name of the Company is Low Power Radio Association ('the Association')

2. REGISTERED OFFICE

The registered office of the Association is to be in England and Wales

3. OBJECTS

The LPRA is established to promote the interests of its members in the field of Short Range Devices (SRDs). The objects of the Association are:

- 3.1. To work actively in European political institutions having direct or indirect influence on regulations and standards applicable to SRDs.
- 3.2. To represent the views and aspirations of the SRD industry in defining and amending regulations for the application of SRDs
- 3.3. To provide active participation in European standards bodies having direct or indirect effect on the manufacture and use of SRDs.
- 3.4. To present the developing case for access to new areas of spectrum in line with the expansion of the SRD industry.
- 3.5. To work to promote and accelerate spectral harmonisation in the European Conference of Postal and Telecommunications Administrations (CEPT) Administrations
- 3.6. To present a concerted voice of the SRD industry to all CEPT Administrations.
- 3.7. To develop alliances with other bodies and Trade associations to support the SRD industry.
- 3.8. To inform LPRA members in clear and timely manner of changes to SRD regulations and standards and to provide clear interpretations of those changes.
- 3.9. To promote good standards and codes of practice for the application of SRDs
- 3.10. to assist marketing and promotion of the products and services of LPRA members
- 3.11. To collect and make available information relating to both CEPT and the standards and regulations of the other International Telecommunication Union (ITU) regions.

4. POWERS

The Association has the following powers, which may be exercised only in promoting the Objects:

- 4.1. To promote or carry out research
- 4.2. To provide advice
- 4.3. To publish or distribute information
- 4.4. To cooperate with other bodies
- 4.5. To support, administer or set up other bodies
- 4.6. To raise funds
- 4.7. To acquire or hire property of any kind
- 4.8. To let or dispose of property of any kind
- 4.9. To make grants or loans of money and to give guarantees
- 4.10. To set aside funds for special purposes or as reserves against future expenditure
- 4.11. To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification)
- 4.12. To delegate the management of investments to a financial expert, but only on terms that:
 - 4.12.1. the investment policy is set down in writing for the financial expert by the Directors
 - 4.12.2. every transaction is reported promptly to the Directors
 - 4.12.3. the performance of the investments is reviewed regularly with the Directors
 - 4.12.4. the Directors are entitled to cancel the delegation arrangement at any time
 - 4.12.5. the investment policy and the delegation arrangement are reviewed at least once a year
 - 4.12.6. all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Directors on receipt
 - 4.12.7. the financial expert must not do anything outside the powers of the Directors

- 4.13. To arrange for investments or other property of the Association to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Directors or of a financial expert acting under their instructions and to pay any reasonable fee required
- 4.14. To insure the property of the Association against any foreseeable risk and take out other insurance policies to protect the Association when required
- 4.15. To insure the Directors against the costs of a successful defence to a criminal prosecution brought against them as Association Directors or against personal liability incurred in respect of any act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Director concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty
- 4.16. Subject to clause 5, to employ paid or unpaid agents, staff or advisers
- 4.17. To enter into contracts to provide services to or on behalf of other bodies
- 4.18. To establish subsidiary companies to assist or act as agents for the Association
- 4.19. To pay the costs of forming the Association
- 4.20. To do anything else within the law which promotes or helps to promote the Objects

5. BENEFITS TO MEMBERS AND DIRECTORS
 - 5.1 The property and funds of the Association must be used only for promoting the Objects and do not belong to the members of the Association but
 - 5.1.1 members, who are not Directors, may be employed by or enter into contracts with the Association and receive reasonable payment for goods or services supplied
 - 5.1.2 members (including Directors) may be paid interest at a reasonable rate on money lent to the Association
 - 5.1.3 members (including Directors) may be paid a reasonable rent or hiring fee for property let or hired to the Association
 - 5.2 A Director must not receive any payment of money or other material benefit (whether directly or indirectly) from the Association except
 - 5.2.1 as mentioned in clauses 4.16, 5.1.2, 5.1.3 or 5.3.
 - 5.2.2 reimbursement of reasonable outofpocket expenses (including hotel and travel costs) actually incurred in running the Association. The Board (Council) must have agreed any expenses in advance
 - 5.2.3 an indemnity in respect of any liabilities properly incurred in running the Association (including the costs of a successful defence to criminal proceedings)
4. payment to any company in which a Director has no more than a 1 per cent shareholding
5. in exceptional cases, other payments or benefits
- 5.3 Any Director (or any firm or company of which a Director is a member or employee) may enter into a contract with the Association to supply goods or services in return for a payment or other material benefit but only if
 - 5.3.1 the goods or services are actually required by the Association
 - 5.3.2 the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in clause 5.4
 - 5.3.3 no more than one third of the Directors are subject to such a contract in any financial year
- 5.4 Whenever a Director has a personal interest in a matter to be discussed at a meeting of the Directors or a committee the Director concerned must:
 - 5.4.1 declare an interest at or before discussion begins on the matter

- 5.4.2 withdraw from the meeting for that item unless expressly invited to remain in order to provide information
- 5.4.3 not be counted in the quorum for that part of the meeting
- 5.4.4 withdraw during the vote and have no vote on the matter

6. LIMITED LIABILITY

The liability of members is limited

7. GUARANTEE

Every member promises, if the Association is dissolved while he, she or it remains a member or within 12 months afterwards, to pay up to £1 towards the costs of dissolution and the liabilities incurred by the Association while the contributor was a member

8. DISSOLUTION

8.1 If the Association is dissolved the assets (if any) remaining after provision has been made for all its liabilities must be applied in one or more of the following ways:

8.1.1 by transfer to one or more other bodies established for the same as or similar to the Objects

8.1.2 directly for the Objects or similar to the Objects

9. INTERPRETATION

9.1 Words and expressions defined in the Articles have the same meanings in this Memorandum.

9.2 References to an Act of Parliament are references to the Act as amended or re-enacted from time to time and to any subordinate legislation made under it

We wish to be formed into a company under this Memorandum of Association

NAMES & ADDRESSES OF
SUBSCRIBERS

SIGNATURES OF SUBSCRIBERS

Date _____

Witness to the above signatures

Companies Acts 1985 and 1989

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ARTICLES OF ASSOCIATION OF

Low Power Radio Association

1. MEMBERSHIP

1.1 The number of members with which the company proposes to be registered is unlimited

1.2 The Association must maintain a register of members

1.3 Membership of the Association is open to any individual or organisation interested in promoting the Objects who

1.3.1 applies to the Association in the form required by the Directors

1.3.2 is approved by the Directors

and

1.3.3 signs the Register of members or consents in writing to become a member either personally or (in the case of a member organisation) through an authorised representative

1.4 The Directors may establish different classes of membership and prescribe their respective privileges and duties and set the amounts of any subscriptions

1.5 Membership is terminated if the member concerned

1.5.1 gives written notice of resignation to the Association

1.5.2 dies or (in the case of an organisation) ceases to exist

1.5.3 is six months in arrears in paying the relevant subscription (but in such a case the member may be reinstated on payment of the amount due)

or

1.5.4 is removed from membership by resolution of the Directors on the ground that in their reasonable opinion the member's continued membership is harmful to the Association (but only after notifying the member in writing and

considering the matter in the light of any written representations which the member concerned puts forward within 14 clear days after receiving notice)

1.6 Membership of the Association is not transferable

2. GENERAL MEETINGS

2.1 Members are entitled to attend general meetings either personally or (in the case of a member organisation) by an authorised representative. General meetings are called on at least clear 21 days written notice specifying the business to be discussed

2.2 There is a quorum at a general meeting if the number of members or authorised representatives personally present is at least five

2.3 The chair or (if the chair is unable or unwilling to do so) some other member elected by those present presides at a general meeting

2.4 Except where otherwise provided by the Act, every issue is decided by a majority of the votes cast

2.5 Except for the chair of the meeting, who has a second or casting vote, every member present in person (or voting through an authorised representative) has one vote on each issue

2.6 A written resolution signed by all those entitled to vote at a general meeting is as valid as a resolution actually passed at a general meeting (and for this purpose the written resolution may be set out in more than one document and will be treated as passed on the date of the last signature)

2.7 The Association must hold an AGM in every year, which all members are entitled to attend. The first AGM may be held within 18 months after the Association's incorporation

2.8 At an AGM the members:

2.8.1 receive the accounts of the Association for the previous financial year

2.8.2 receive the Directors' report on the Association's activities since the previous AGM

2.8.3 accept the retirement of those Directors who wish to retire or who are retiring by rotation

2.8.4 elect persons to be Directors to fill the vacancies arising

2.8.5 appoint auditors for the Association

2.8.6 may confer on any individual (with his or her consent) the honorary title of patron, president or vicepresident of the Association and

- 2.8.7 discuss and determine any issues of policy or deal with any other business put before them
- 2.9 Any general meeting, which is not an AGM, is an EGM
- 2.10 An EGM may be called at any time by the Directors and must be called within 28 days on a written request from at least ten members

3. THE DIRECTORS

- 3.1 The Directors as Association Directors have control of the Association and its property and funds
- 3.2 The Directors when complete consist of at least five and not more than twelve individuals
- 3.3 The subscribers to the Memorandum are the first Directors of the Association
- 3.4 Every Director must sign a declaration of willingness to act as a Association Director of the Association before he or she is eligible to vote at any meeting of the Directors
- 3.5 One third (or the number nearest one third) of the Directors must retire at each AGM, those longest in office retiring first and the choice between any of equal service being made by drawing lots
- 3.6 A Director's term of office automatically terminates if he or she:
 - 3.6.1 is disqualified under the Companies Act from acting as an Association Director
 - 3.6.2 is incapable, whether mentally or physically, of managing his or her own affairs
 - 3.6.3 is absent from four consecutive meetings of the Directors
 - 3.6.4 ceases to be a member (but such a person may be reinstated by resolution passed by all the other Directors on resuming membership of the Association before the next AGM)
 - 3.6.5 resigns by written notice to the Directors (but only if at least two Directors will remain in office)
 - 3.6.6 is removed by resolution passed by at least 51% of the members present and voting at a general meeting after the meeting has invited the views of the Director concerned and considered the matter in the light of any such views
- 3.7 The Directors may at any time coopt any person duly qualified to be appointed as a Director to fill a vacancy in their number or as an additional Director, but a coopted Director holds office only until the next AGM
- 3.8 A technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

4. PROCEEDINGS OF DIRECTORS

- 4.1 The Directors must hold at least four meetings each year
- 4.2 A quorum at a meeting of the Directors is three Directors
- 4.3 A meeting of the Directors may be held either in person or by suitable electronic means agreed by the Directors, in which all participants may communicate with all the other participants
- 4.4 The chair or (if the chair is unable or unwilling to do so) some other Director chosen by the Directors present presides at each meeting
- 4.5 Every issue may be determined by a simple majority of the votes cast at a meeting but a written resolution signed by all the Directors is as valid as a resolution passed at a meeting (and for this purpose the resolution may be contained in more than one document and will be treated as passed on the date of the last signature)
- 4.6 Except for the chair of the meeting, who has a second or casting vote, every Director has one vote on each issue
- 4.7 A procedural defect of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

5. POWERS OF DIRECTORS

The Directors have the following powers in the administration of the Association:

- 5.1 to appoint (and remove) any member (who may be a Director) to act as secretary to the Association in accordance with the Act
- 5.2 to appoint a chair, treasurer and other honorary officers from among their number
- 5.3 to delegate any of their functions to committees consisting of two or more individuals appointed by them, but at least the majority of the members of every committee must be Directors and all proceedings of committees must be reported promptly to the Directors
- 5.4 to make standing orders consistent with the Memorandum, these Articles and the Act) to govern proceedings at general meetings
- 5.5 to make rules consistent with the Memorandum, these Articles and the Act to govern proceedings at their meetings and at meetings of committees
- 5.6 to make regulations consistent with the Memorandum, these Articles and the Act to govern the administration of the Association and the use of its seal (if any)

5.7 to establish procedures to assist the resolution of disputes within the Association

5.8 to exercise any powers of the Association which are not reserved to a general meeting

6. RECORDS & ACCOUNTS

6.1 The Directors must comply with the requirements of the Act as to keeping financial records, the audit of accounts and the preparation and transmission to the Registrar of Companies of:

6.1.1 annual reports

6.1.2 annual returns

6.1.3 annual statements of account

6.2 The Directors must keep proper records of

6.2.1 all proceedings at general meetings

6.2.2 all proceedings at meetings of the Directors

6.2.3 all reports of committees and

6.2.4 all professional advice obtained

6.3 Accounting records relating to the Association must be made available for inspection by any Director at any reasonable time during normal office hours and may be made available for inspection by members who are not Directors if the Directors so decide

6.4 A copy of the Association's latest available statement of account must be supplied on request to any Director or member, or to any other person who makes a written request and pays the Association's reasonable costs, within two months

7. NOTICES

7.1 Notices under these Articles may be sent by hand, or by post or by suitable electronic means or (where applicable to members generally) may be published in any suitable journal or newspaper circulating in area of benefit or any newsletter distributed by the Association

7.2 The only address at which a member is entitled to receive notices is the address shown in the register of members

7.3 Any notice given in accordance with these Articles is to be treated for all purposes as having been received

- 7.3.1 24 hours after being sent by electronic means or delivered by hand to the relevant address
- 7.3.2 two clear days after being sent by first class post to that address
- 7.3.3 three clear days after being sent by second class or overseas post to that address
- 7.3.4 on the date of publication of a newspaper containing the notice
- 7.3.5 on being handed to the member (or, in the case of a member organisation, its authorised representative) personally or, if earlier,
- 7.3.6 as soon as the member acknowledges actual receipt
- 7.4 A technical defect in the giving of notice of which the Directors are unaware at the time does not invalidate decisions taken at a meeting

8. DISSOLUTION

The provisions of the Memorandum relating to dissolution of the Association take effect as though repeated here

9. INTERPRETATION

In the Memorandum in and in these Articles:

9.1 'The Act' means the Companies Act 1985

'AGM' means an annual general meeting of the Association

'these Articles' means these articles of association

'authorised representative' means an individual who is authorised by a member organisation to act on its behalf at meetings of the Association and whose name is given to the secretary

'Chair' means the chair of the Directors

'the Association' means the company governed by these Articles

'clear day' means 24 hours from midnight following the relevant event

'EGM' means an extraordinary general meeting of the Association

'financial expert' means an individual, company or firm who is an authorised person or an exempted person within the meaning of the Financial Services and Markets Act 2000

'material benefit' means a benefit which may not be financial but has a monetary value

'member' and 'membership' refer to membership of the Association

'Memorandum' means the Association's Memorandum of Association

'month' means calendar month

'the Objects' means the Objects of the Association as defined in clause 3 of the Memorandum

'secretary' means the secretary of the Association

'taxable trading' means carrying on a trade or business on a continuing basis for the principal purpose of raising funds (and not for the purpose of actually carrying out the Objects) where the profits are liable to corporation tax

'Director' means a director of the Association and 'Directors' means all of the directors.

'written' or 'in writing' refers to a legible document on paper

'year' means calendar year

9.2 Expressions defined in the Act have the same meaning

9.3 References to an Act of Parliament are to the Act as amended or reenacted from time to time and to any subordinate legislation made under it

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