



## **INTERNATIONAL CAPITAL MARKET SERVICES ASSOCIATION**

### **CONSTITUTION AND ARTICLES**

as amended on 24<sup>th</sup> November 2009

#### **NAME**

1. The name of the association shall be the "International Capital Market Services Association", referred to as the "Association" herein.

#### **PRIMARY PURPOSE**

2. The primary purpose of the Association shall be to foster the highest standards in its members in the practice and management of international capital market services.

#### **ACTIVITIES**

##### **The Activities of the Association shall be:**

3. To engage in communication and consultation with comparable professional and technical associations and societies.
4. To promote the interests of its members through meetings of the Association and otherwise, to provide opportunities for the discussion and consideration of matters of interest to its members.
5. To consider and take any appropriate action on items of mutual interest in the fields of law, taxation, investment and any other related technical and practical subjects with which members of the Association are or may be concerned, and to advance the interests of members of the Association by representation to the government and other relevant bodies or in any other way whatsoever.
6. To keep under consideration the academic and technical training required by the staff of members of the Association and to make representations to appropriate educational and examining bodies with regard thereto.
7. To consider and, if thought appropriate, to reply to comments appearing in the media or elsewhere in relation to the practices and management of the Association and of those of the international capital markets.
8. To keep under consideration the development of the international capital markets for the benefit of all its participants. To consider, and act upon, any matters not specifically mentioned herein which are or may be of interest, import or concern to the members of the Association, or any one of them or their customers, clients or associates.



## MEMBERSHIP

9. The Association shall consist of companies and organisations engaged in international capital market services.
10. In order for a company or organisation to become, and to continue to be, a member of the Association, it must meet the criteria agreed by the Management Committee as set out in the Association's membership information package (as may be amended from time to time).
11. A company or organisation's application to become a member of the Association must be approved by the Management Committee at the subsequent meeting of the Management Committee and notified to members of the Association at the subsequent General Meeting.
12. No company or organisation shall (unless determined otherwise by the Management Committee) be admitted as a member unless and until the Management Committee has confirmed that payment of the appropriate first subscription fees payable by the prospective member has been received. The amount of such subscription fees shall be determined by the Management Committee and shall be included in the Association's membership information package (as may be amended from time to time).
13. No subscription fees shall be refunded to any member of the Association whose membership terminates or is suspended for any reason.
14. Each member shall appoint in writing to the Secretary General a maximum of three named individual representatives to represent such member at meetings of the Association, but only one of such named individual representatives, the "voting representative", shall be entitled to vote on behalf of such member.
15. The Association shall, at all times, have at least five members. There shall be no maximum number of members of the Association.
16. A member's membership of the Association is non-transferable and shall cease upon the Management Committee determining that such member no longer meets the membership criteria as set out in the Association's membership information package (as may be amended from time to time), irrespective of whether any subscription fees have been paid.
17. Any member of the Association may resign from the Association at any time by giving written notice to the Management Committee. Any resignation shall be effective immediately unless a date is specified for such resignation to take effect, in which event it will be effective upon such date, and acceptance of any such resignation shall not be necessary to make it effective, regardless of whether the resignation is tendered subject to such acceptance.



18. In the case of the merger of two member institutions one member must resign in accordance with Article 17.
19. Any member of the Association may be suspended or removed from the Association at any time by a vote of two-thirds of the members of the Association.
20. In the case of suspension of or loss of membership under Article 19, the member may request consideration of the suspension or loss of membership by the Management Committee. The Management Committee may reverse the decision taken by the members of the Association. The Management Committee's decision shall be final.
21. A member of the Association whose membership is suspended shall be barred from exercising any membership rights, in particular, the right to vote, to participate in elections and any rights connected therewith, whether at General Meetings of the Association, or any other meeting held within the framework of the Association.
22. A suspended member may not be represented on the Management Committee or a Sub-Committee of the Association. Persons who hold any office with, are employed by, or are otherwise associated with a suspended member are not eligible to any such position, and, if elected or appointed before the suspension became effective, may neither exercise their function nor participate in the activities of the Association during the time of the suspension.
23. In the event of a breach or contravention by a member of the Association of any rules which are in force or enacted from time to time by the Association, or in the event of a member of the Association causing substantial damage to the interests of the Association, including bringing the Association into disrepute, such member may be subject to disciplinary sanctions including but not limited to reprimands, fines, suspension or loss of membership. Such disciplinary sanctions shall be determined by the Management Committee.
24. Members of the Association are expected to conduct themselves with the highest standard of personal and professional integrity.
25. The obligation of the suspended member to pay the annual subscription shall not be affected by the suspension.
26. The rights and privileges of the members of the Association shall be determined by the Management Committee and shall include the right to attend meetings, the right to stand for election as officers of the Management Committee, the right to become members of Sub-Committees and other connected rights and privileges as shall be determined by the Management Committee at its discretion.



## MANAGEMENT COMMITTEE

27. The Association shall be managed by a Management Committee (the "Management Committee"), which may exercise all the powers of the Association in the furtherance of its stated primary purpose and activities in accordance with the provisions of the Constitution and Articles of the Association.
28. The officers of the Management Committee (excluding the Secretary General and the Project Manager) shall be elected (or re-elected, as the case may be) annually at the Annual General Meeting by a vote of two-thirds of all the members, or their voting representatives, present at the Annual General Meeting. Nominations for appointments to the Management Committee must be submitted to the Secretary General at least fifteen calendar days before the Annual General Meeting.
29. Unless otherwise determined by resolution, the number of officers comprising the Management Committee shall not exceed ten (excluding the Secretary General and Project Manager) but shall not be less than five.
30. The Management Committee shall consist of the following officers:
  - a Chairman;
  - a Vice-Chairman;
  - a Treasurer;
  - the chairmen of each of the Sub-Committees;
  - a Secretary General; and
  - a Project Manager
31. Apart from the Secretary General and Project Manager, candidates to be appointed as officers of the Management Committee shall be existing members of the Association for a minimum period of twenty four months prior to such appointment to the Management Committee.
32. The Chairman, the Vice-Chairman and the Treasurer are each appointed to the Management Committee in each of their individual capacities.
33. No one Chairman shall hold office for longer than three consecutive years unless otherwise agreed by the Management Committee.
34. An officer of the Management Committee (excluding the Secretary General and the Project Manager) may be removed from office by [resolution] at a General Meeting.
35. In the case of the death, resignation or removal of an officer of the Management Committee, a simple majority of the Management Committee shall appoint a



member of the Association qualified to serve as an officer of the Management Committee, to serve out the remaining term of such officer.

36. Resignation of an officer of the Management Committee shall be made in writing to the Management Committee. Any resignation shall be effective immediately unless a date is specified for such resignation to take effect, in which event it will be effective upon such date, and acceptance of any such resignation shall not be necessary to make it effective, regardless of whether the resignation is tendered subject to such acceptance.
37. The Management Committee shall have the power at any time to appoint any person to become an alternate officer of the Management Committee, either to fill a casual vacancy or as an additional officer of the Management Committee. An officer of the Management Committee appointed in accordance with this Article 37 shall hold office only until the following Annual General Meeting.
38. In the event that the number of officers of the Management Committee falls below five, the remaining officers of the Management Committee shall call a General Meeting to appoint a fifth officer to the Management Committee. An officer of the Management Committee appointed in accordance with this Article 38 shall hold office only until the following Annual General Meeting.
39. An officer of the Management Committee appointed in accordance with Articles 37 or 38 shall hold office only until the following Annual General Meeting when his/her term of office shall expire as an officer of the Management Committee. At such Annual General Meeting, such officer shall stand for re-election as an officer of the Management Committee.
40. The Management Committee shall have power to appoint Sub-Committees (comprised of members of the Association or other persons who are employed by members of the Association or other organisations) and to delegate to such Sub-Committees such powers and responsibilities as the Management Committee may decide.
41. The Management Committee shall be responsible for approving the decisions of the Sub-Committees.
42. The Sub-Committees shall not form a legal entity separate from the Association, shall not be agencies of the Association and may not represent the Association with respect to third parties.
43. The Management Committee shall have power to employ such staff as in its opinion is necessary. Staff employed by the Management Committee may attend meetings of the Management Committee as and when required.
44. If an officer of the Management Committee cannot attend a meeting of the Management Committee, such officer may nominate a substitute from his own



organisation who may attend the meeting and vote, provided there is a quorum of officers of the Management Committee present.

45. The Chairman is responsible for presiding at all meetings of the members of the Management Committee. In the absence of the Chairman from any meeting of the Management Committee, the Vice-Chairman shall preside at such meeting. In the absence of the Chairman and the Vice-Chairman, a chairman to preside at such meeting shall be elected by simple majority by the officers of the Management Committee present.
46. The Secretary General, or in his absence the individual designated by the person presiding at such meeting, shall act as secretary of such meeting.
47. The Vice-Chairman shall have authority to exercise all powers delegated to him by the Chairman. If the Chairman, at any time or for any reason, becomes unable to act or if the office of the Chairman should, at any time or for any reason, become vacant, the duties of the Chairman shall be carried on by the Vice-Chairman.
48. The Treasurer is responsible for maintaining the Association's financial records; preparing accounts for audit; arranging for those accounts to be audited and distributing these accounts to members of the Association within three months of the Association's financial year-end. The Treasurer shall also make the Association's bank account statements available upon request to any member of the Association. No commitment can be undertaken which will exceed cash resources (after deduction of all outstanding liabilities).
49. The Secretary General is responsible for ensuring minutes are made of all proceedings at General Meetings and Annual General Meetings of the Association, and of the meetings of the Management Committee, including the names of the officers of the Management Committee present at such meetings. The Secretary General shall also be responsible for ensuring such minutes are duly distributed to the members of the Association.
50. The Project Manager is responsible for ensuring minutes are made of all proceedings at the meetings of the Sub-Committees and for providing these to the Secretary General for distribution to the members of the Association.

## **PROCEEDINGS**

51. Subject to the provisions of the Constitution and Articles of the Association (as may be amended from time to time), the Management Committee may regulate its proceedings as it thinks fit.
52. Questions arising at any meeting of the Management Committee shall be determined by a majority of votes (one vote per officer of the Management Committee) and, in the case of an equality of votes, the chairman of such



meeting shall have a second or casting vote. In the absence of the Chairman, the person acting as chairman of such meeting shall have the second or casting vote.

53. Any officer of the Management Committee on the requisition of votes may, at any time, summon a meeting of the Management Committee subject to giving seven calendar days notice to all officers of the Management Committee, unless all the officers of the Management Committee agree to a shorter notice.
54. Notice of each meeting of the Management Committee shall be in writing and in such other form as may be approved by the Management Committee. No notice need be given of any adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken.
55. Attendance of an officer of the Management Committee at a meeting of the Management Committee shall constitute a waiver of notice of such meeting, except when the member attends such meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.
56. The quorum for the transaction of the business of the Management Committee may be fixed by the Management Committee and, unless so fixed at any other number, shall be two (which number shall not include the Secretary General or the Project Manager). A person who holds office only as an alternate officer of the Management Committee shall, if his appointer is not present, be counted in the quorum.
57. If a quorum is not present within half an hour from the time appointed for a meeting of the Management Committee, or if during such a meeting a quorum ceases to be present, such meeting shall stand adjourned to such day and at such time and place as nominated by the chairman of such meeting.
58. On any question on which the Management Committee shall vote, the names of those voting and their votes shall be entered in the minutes of the meeting if any member of the Management Committee so requests. Each officer of the Management Committee shall be entitled to one vote on all matters submitted to a vote.

## **GENERAL MEETINGS**

59. A General Meeting of the Association may be called by:
  - a. the Management Committee; or
  - b. any five members of the Association.
60. An Annual General Meeting of the Association shall be held each year at such time and in such place as shall be from time to time determined by the



Management Committee. Such Annual General Meeting shall be held not later than fifteen months after the previous Annual General Meeting.

## **NOTICE OF GENERAL MEETINGS**

61. Notice of an Annual General Meeting or a General Meeting called for the passing of a resolution shall be given at least twenty-two calendar days prior thereto. Notice of all other Annual General Meetings and General Meetings shall be given at least fifteen calendar days prior thereto, except for a General Meeting at which it is proposed to amend the Association's articles which requires notice to be given at least twenty-two calendar days.
62. A General Meeting may be called by shorter notice if so agreed by all the members of the Association entitled to attend and vote thereat.
63. The notice shall specify the time and place of the General Meeting and the general nature of the business to be transacted and shall be sent to the last known details of the member as supplied to the Secretary General.

## **PROCEEDINGS AT GENERAL MEETINGS**

64. No business shall be transacted at a General Meeting unless a quorum is present. A quorum shall consist of five members voting and present, either in person or by teleconference or by televideo or by proxy. A member of the Association may appoint a proxy to attend and vote at any meeting or vote by email.
65. Each member of the Association shall be entitled to one vote on all matters submitted to a vote.
66. If a quorum is not present within half an hour from the time appointed for the General Meeting, or if during such meeting a quorum ceases to be present, such meeting shall stand adjourned to such day and at such time and place as nominated by the chairman of the meeting.
67. The Chairman of the Management Committee shall preside over any General Meetings of the Association. In the absence of the Chairman of the Management Committee, an officer of the Management Committee shall preside over such General Meeting of the Association.
68. If no officer of the Management Committee is present or willing to act as chairman of a General Meeting, the members present and entitled to vote shall choose one of their number to be chairman.
69. A resolution put to the vote at a General Meeting shall be approved if at least two thirds of the votes cast (one per member) are in favour of the resolution, and



shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-

- a. the chairman of the General Meeting; or
  - b. any member present in person or by proxy and entitled to vote.
70. A resolution in writing signed by or on behalf of each member of the Association entitled to vote shall be valid and effectual as if it had been passed at a meeting duly convened and held in accordance with the Constitution and Articles.
71. Minutes of any General Meeting and the Annual General Meeting shall be supplied to members of the Association by the Secretary General within thirty clear days of the relevant meeting taking place.

## **FINANCE**

72. The expenses of the Association shall be provided for by the annual contributions of each member of the Association and such subscriptions shall be fixed from time to time by the Management Committee.
73. No member of the Association shall be entitled to be represented at any meeting of the Association unless its subscription fees have been paid.

## **DISSOLUTION**

74. The Association will be dissolved if two-thirds or more of the members holding membership are in favour of dissolution.

## **AMENDMENTS**

75. The Constitution and Articles of the Association may be amended at any Annual General Meeting or General Meeting by a vote of two-thirds of the representation of the members present, provided that notice setting forth such proposed amendments shall have been sent to all members of the Association at least twenty-two calendar days prior to the date of such meeting.

## **COMPETITION LAW**

76. Each member of the Association agrees to comply with EU Competition Law and UK Competition Law where applicable in respect of its membership of the Association.

## **AUDITORS**

77. The Management Committee shall each year elect by simple majority a firm of certified public accountants to act as auditors of the Association for each fiscal year of the Association.



78. In the event that such auditors are not recognised as certified public accountants, they shall immediately cease to act as auditors for the Association and the Management Committee shall immediately appoint an alternative firm of certified public accountants to act as auditors for the Association.
79. The auditors of the Association shall have a term of office of one year and may be re-elected by the Management Committee after the expiry of such term of office.
80. The auditors of the Association shall be responsible for auditing the accounts and examining the books of the Association and are entitled to require such evidence as they deem appropriate to enable them to carry out such functions.
81. The fiscal year of the Association shall run from 1st January to 31st December.