

**BRITISH HEALTHCARE BUSINESS INTELLIGENCE
ASSOCIATION**

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
BRITISH HEALTHCARE BUSINESS INTELLIGENCE ASSOCIATION
COMPANY NUMBER: 9244455
(Adopted by special resolution passed on 27th April 2026)

INTRODUCTION

1. INTERPRETATION

1.1 In these Articles, unless the context otherwise requires:

Act: means the Companies Act 2006 as amended from time to time.

Articles: means the Company's articles of association for the time being in force.

Board: means those Members appointed to the Board of the Company in accordance with these articles (and who, for the avoidance of doubt, shall also be directors within the meaning of the Act).

Business Intelligence Services includes Primary market research, secondary data collection and analysis, syndicated data services, field force effectiveness services and fieldwork recruiting.

For the avoidance of doubt, Business Intelligence Service does not include Personnel recruitment/HR services, advertising, communications or PR services.

Business Day: means any day (other than a Saturday, Sunday or public holiday in the United Kingdom) on which clearing banks in the City of London are generally open for business.

Member: means a Member of the Company.

Model Articles: means the model articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 (*SI 2008/3229*) as amended prior to the date of adoption of these Articles and reference to a numbered "**Model Article**" is a reference to that article of the Model Articles.

relevant loss means any loss or liability which has been or may be incurred by a relevant officer in connection with that relevant officer's duties or powers in relation to the Company, any associated company or any pension fund or employees' share scheme of the Company or associated company.

relevant officer means any director or other officer or former director or other officer of the Company but excluding in each case any person engaged by the Company (or associated

company) as auditor (whether or not also being a director or other officer), to the extent that person acts in the capacity of auditor).

Rules: means the rules of the Company as set out in the Appendix to these Articles.

- 1.2 Save as otherwise specifically provided in these Articles, words and expressions which have particular meanings in the Model Articles shall have the same meanings in these Articles, subject to which and unless the context otherwise requires, words and expressions which have particular meanings in the Act shall have the same meanings in these Articles.
- 1.3 Headings in these Articles are used for convenience only and shall not affect the construction or interpretation of these Articles.
- 1.4 A reference in these Articles to an "**article**" is a reference to the relevant article of these Articles unless expressly provided otherwise.
- 1.5 Unless expressly provided otherwise, a reference to a statute, statutory provision or subordinate legislation is a reference to it as it is in force from time to time, taking account of:
 - (a) any subordinate legislation from time to time made under it; and
 - (b) any amendment or re-enactment and includes any statute, statutory provision or subordinate legislation which it amends or re-enacts.
- 1.6 Any phrase introduced by the terms "**including**", "**include**", "**in particular**" or any similar expression shall be construed as illustrative and shall not limit the sense of the words preceding those terms.
- 1.7 The Model Articles shall apply to the Company, except in so far as they are modified or excluded by these Articles.
- 1.8 Model Articles 2, 8, 9(1) and (3), 11(2) and (3), 13, 14(1), (2), (3) and (4), 17(2), 18(e), 22(2), (3), 30(2), 35, 38 and 39 shall not apply to the Company.
- 1.9 Model Article 7 shall be amended by:
 - (a) the insertion of the words "for the time being" at the end of article 7(2)(a); and
 - (b) the insertion in article 7(2) of the words "(for so long as he remains the sole director)" after the words "and the director may".
- 1.10 Model Article 20 shall be amended by the insertion of the words "(including alternate Board) and the secretary" before the words "properly incur".
- 1.11 Where the Model Articles refer to "Chairman" this shall be replaced by "Chair".

2. OBJECTS

The objects for which the Company is established is to

- (a) promote the excellence with integrity of Business Intelligence within the Healthcare Industry.
- (b) to ensure the highest levels of legal and ethical compliance are adhered to in all healthcare business intelligence practices.

- (c) to promote best practice in Business Intelligence Services, emphasising its contribution to industry progress.
- (d) to provide an educational programme of practical applications and techniques in Business Intelligence Services.
- (e) Industry Issues: to provide a forum for the discussion and sharing of ideas to advance and improve the performance of Business Intelligence Services.
- (f) to raise awareness and understanding of issues affecting the healthcare industry.
- (g) to encourage all individuals and organisations engaged in healthcare Business Intelligence Services to participate in the Company.
- (h) to maintain communication and build relationships with other professional bodies.

3. POWERS

3.1 In pursuance of the objects set out in article 2, the Company has the power to:

- (a) buy, lease or otherwise acquire and deal with any property real or personal and any rights or privileges of any kind over or in respect of any property real or personal and to improve, manage, develop, construct, repair, sell, lease, mortgage, charge, surrender or dispose of or otherwise deal with all or any part of such property and any and all rights of the Company;
- (b) borrow and raise money in such manner as the Board shall think fit and secure the repayment of any money borrowed, raised or owing by mortgage, charge, lien or other security on the Company's property and assets;
- (c) invest and deal with the funds of the Company not immediately required for its operations in or upon such investments, securities or property as may be thought fit;
- (d) subscribe for, take, buy or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority in any part of the world;
- (e) lend and advance money or give credit on such terms as may seem expedient and with or without security to customers and others, to enter into guarantees, contracts of indemnity and suretyships of all kinds to receive money on deposit or loan upon such terms as the Company may approve and to secure or guarantee the payment of any sums of money or the performance of any obligation by any company, firm or person including any holding company or subsidiary;
- (f) lobby, advertise, publish, educate, examine, research and survey in respect of all matters of law, regulation, economics, accounting, governance, politics and/or other issues and to hold meetings, events and other procedures and co-operate with or assist any other body or organisation in each case in such way or by such means as may, in the opinion of the Board, affect or advance the principal object in any way;
- (g) pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company and to contract with any person, firm or company to pay the same;
- (h) enter into contracts to provide services to or on behalf of other bodies;
- (i) provide and assist in the provision of money, materials or other help;
- (j) open and operate bank accounts and other facilities for banking and draw, accept, endorse, issue or execute promissory notes, bills of exchange, cheques and other instruments;
- (k) incorporate subsidiary companies to carry on any trade; and
- (l) do all such other lawful things as are incidental or conducive to the pursuit or to the attainment of any of the objects set out in article 2.

- 3.2 In exercising its powers the Company shall have due regard to the principles of equality and diversity and shall comply with all relevant legislation, including the Equality Act 2010 (as amended from time to time).

4. NOT FOR DISTRIBUTION

- 4.1 The income and property of the Company shall be applied solely in promoting the objects of the Company as set out in article 2.
- 4.2 No dividends or bonus may be paid or capital otherwise returned to the Members, provided that nothing in these Articles shall prevent any payment in good faith by the Company of:
- (a) reasonable and proper remuneration to any Member, officer or servant of the Company for any services rendered to the Company;
 - (b) any interest on money lent by any Member or any director at a reasonable and proper rate;
 - (c) reasonable and proper rent for premises demised or let by any Member or director; or
 - (d) reasonable out-of-pocket expenses properly incurred by any director.

5. WINDING UP

On the winding-up or dissolution of the Company, any assets or property that remains available to be distributed or paid to the Members shall not be paid or distributed to such Members but shall be transferred to another body (charitable or otherwise):

- (a) with objects similar to those of the Company; and
- (b) which shall prohibit the distribution of its or their income to its or their Members,

such body to be determined by the Members at the time of winding-up or dissolution.

6. GUARANTEE

The liability of each Member is limited to £1, being the amount that each Member undertakes to contribute to the assets of the Company in the event of its being wound up while that person is a Member or within one year after that person ceases to be a Member, for

- (a) payment of the Company's debts and liabilities contracted before that person ceases to be a Member,
- (b) payment of the costs, charges and expenses of the winding up, and
- (c) adjustment of the rights of the contributories among themselves.

7. MANAGEMENT AND CONTROL

The Board

- 7.1 The management and control of the business and affairs of the Company shall be vested in the Board which may exercise all the powers of the Company.
- 7.2 The Board shall consist of not less than one and not more than ten persons in each case elected or co-opted (as the case may be) by the Members as provided for in these Articles.

- 7.3 If at any time the requirements of Article 7.2 are not satisfied, the Board shall have full powers to act but shall take steps to remedy the deficiency by co-options or otherwise.
- 7.4 The term of office of an elected Board Member shall run from the announcement of that Board member's election at the annual general meeting for a period of three calendar years.
- 7.5 Each year there shall be sent to every Member a list of the Board Members. This list shall indicate those whose term of office is due to expire that year and which of these are eligible and willing to be re-elected and also those who have vacated office during that year.
- 7.6 Five Members of the Board shall be from Companies in the Industry Division of the Company.
- 7.7 Five Members of the Board shall be from organisations or individuals in the Agencies and Consultancies Division of the Company.
- 7.8 The Chair and Deputy Chair shall be elected from Members of the Industry Division of the Board by the Board Members, save where there is no Member of the Industry Division of the Board willing to act as the Chair or (as the case may be) Deputy Chair. In that case, the Board Members may elect either a Chair, or Deputy Chair, who is not a Member of the Industry Division of the Board.
- 7.9 Five Board Members shall form a quorum for each Board meeting.
- 7.10 The five Board Members present at each Board Meeting must be a mix of Agencies and Consultancies Division and Industry Division representatives.
- 7.11 The chair of each meeting shall be the Chair, or if unavailable, the Deputy Chair, or if unavailable, a chair elected by the meeting. Each Board Member shall have one vote and all resolutions shall be determined at Board meetings by a simple majority of those present and entitled to vote. In the case of equality of votes, the chair of the meeting shall have a second or casting vote.
- 7.12 The Board may appoint or dissolve, subject to such conditions as it wishes, any executive or sub-committee including one or more Board Members. The Board may also delegate any of its powers to any such executive committee or to any Board Member. Such delegation may be conditional or in full or in part.

8. ELECTION OF BOARD MEMBERS

- 8.1 The Company shall hold an annual general meeting in every year which all Members shall be entitled to attend. The provisions of the Company's constitution, which was the governing document prior to the incorporation of the Company shall have effect in respect of the committee Members until they have completed their terms of office under the constitutional provisions. Following the expiry of their terms of office, they shall stand for election to the Board under these Articles.
- 8.2 The Board shall be elected as a result of a ballot of Members. A request for nominations for Membership of the Board shall be sent to all Members before the end of December in any year. The closing date for nominations shall be 31st January.
- 8.3 Each Member of the Corporate (Industry), Corporate (Agency/Consultancy) and Personal Membership categories shall be entitled to nominate only one person as a candidate for

Membership of the Board. Every nomination will be required to be seconded by another Member of the Company.

- 8.4 Only one Member per corporation or organisation shall be permitted to serve as a Member of the Board at any one time, except for Members from the Industry Division where two Members from the same corporation can serve on the Board if each works within a different Business Intelligence discipline for that corporation and no other candidates with the relevant discipline have stood for election to the Board.
- 8.5 Should corporate mergers produce a situation in which two Members subsequent to their election become employees of the same corporation / organisation, they shall remain in post until their term of office is complete, at which time the normal rules of nomination and election will apply.
- 8.6 Save as otherwise set out in article 7.8, the Chair and Deputy Chair shall be elected from Members of the Industry Division of the Board by Board Members. The Chair and Deputy Chair shall be from different corporations from within the Industry Division of the Board.
- 8.7 The Treasurer shall be elected from all Members of the Board by Board Members and shall be from a different corporation/organisation from both the Chair and Deputy Chair.
- 8.8 Should more than five persons be nominated for Membership of each Division of the Board, the papers necessary for a ballot shall be despatched to Members as soon as possible after 31st January.
- 8.9 Each Corporate (Industry), Corporate (Agency/Consultancy) and Personal Member shall have one vote and may only vote for any candidate seeking election to the Board from their own Membership Division.
- 8.10 A maximum of five votes may be cast, one vote for each candidate preferred. The five candidates from each Division obtaining the most votes shall be deemed to be elected and shall serve for two years from the date of the Annual General Meeting.
- 8.11 Associate and Affiliate Members do not have any voting rights.
- 8.12 In order to avoid a 'tie' situation arising from the number of votes cast for candidates seeking to be the fifth Member of each Division voting forms issued for election of Board Members will seek first and second choices.
- 8.13 The results of any election shall be announced at the Annual General Meeting.
- 8.14 If, during their term of office, a Member of the Board should take up new employment within the pharmaceutical and Healthcare industry, their Membership of the Board is not affected the composition of the Board set out in this article 8 remains unaltered.
- 8.15 If the employment move would alter the composition of the Board, the Member may remain on the Board until the next Annual General Meeting, where he shall stand down but be eligible for re-nomination and re-election under the normal nomination and election rules.
- 8.16 The election of the Chair and Officers (namely Deputy Chair and Treasurer) shall take place at the first Board Meeting after the Annual General Meeting.

- 8.17 In the event of a vacancy occurring in the Membership of the Board from either Division of the Company, the Board shall have the power to co-opt an additional Member. Where a Board Member is appointed by co-option to fill a casual vacancy arising during a term of office, that co-opted Board Member shall hold office for the remainder of the term of the Board Member whose office has become vacant, and shall then be eligible for re-election in accordance with these Articles. Where the remainder of the term is less than twelve months, the co-opted Board Member shall continue in office until the conclusion of the next Annual General Meeting and shall then be eligible for re-election in accordance with these Articles. .
- 8.18 The Board shall not at any time, however, include more than three co-opted Members and shall respect the composition of the Board set out in these Articles.
- 8.19 After their term of office the Chair and Members of the Board (including co-opted Members) shall stand down but shall be eligible for re-nomination and re-election (or nomination and election, in the case of co-opted Members) to the Board.
- 8.20 Where the number of Board positions due for election at an Annual General Meeting would exceed half of the total Board membership, the Board may defer one or more elections for positions to the following Annual General Meeting. Any positions deferred shall be selected by reference to the length of time served, such that those Board Members with the longest continuous period of service shall retire first, and those with the shortest remaining unexpired term shall be deferred. Where two or more Board Members have served for an equal period, the Board shall determine the order of retirement by such other fair and objective method as the Board may resolve, and shall record that determination in the minutes.

9. TRANSITIONAL ARRANGEMENTS FOR BOARD ROTATION

- 9.1 Notwithstanding any other provision of these Articles, on the adoption of the rotational election provisions:
- (a) any Board Member elected or re-elected prior to the adoption of the three-year term shall continue to serve for the remainder of the term for which they were elected, and shall not be deemed to have been elected for a three-year term by reason only of the adoption of this amendment.
 - (b) upon the expiry of that Board Member's existing term, that Board Member shall be eligible for re-nomination and re-election for a full three-year term in accordance with these Articles.
 - (c) Board Members elected for the first time after the adoption of the three-year term shall be elected for a term of three (3) years and shall thereafter be subject to retirement and re-election in accordance with the rotational provisions of these Articles.
- 9.2 This Article shall apply only for the purpose of implementing the transition to three-year terms and shall cease to have effect once the transition has been completed.

10. CESSATION OF BOARD MEMBERSHIP

- 10.1 If a Board Member shall cease to be such:
- (a) at the expiry of the term set out in article 7.4
 - (b) by notice in writing to the Company that Board Member resigns as a Board Member;
 - (c) that Board Member ceases to be a Member of the Company;

- (d) that Board member ceases to be a Director by virtue of any provisions of the Act or becomes prohibited by law from being a Director;
- (e) that Board member is removed from office by resolution duly passed under section 168 of the Act.

10.2 In the event that any three or more Board Members present a written complaint under the article 9.2 to the Chair or Deputy Chair alleging that one of the other Board Members (who may be one of the officers of the Board) is unsuitable as a Board Member, whether:

- (a) because of serious or persistent transgressions of the Company's Code of Ethics or Code of Conduct for the time being, or
- (b) because of findings by a court of law which they believe in their absolute discretion to be incompatible with that person's status as a Board Member; or
- (c) because of conduct in the course of the Board's business which they believe in their absolute discretion to be seriously disruptive or obstructive of the work of the Board; or
- (d) because of conduct of the Board's business which they believe in their absolute discretion is contrary to the expectations laid down in article 11 relating to conflicts of interest.

then the Chair or Deputy Chair shall place the matter on the proposed agenda for a meeting of the Board, giving all Board Members at least 28 days' notice of the meeting and of the complaint (in such details as to enable them to prepare for the discussion).

10.3 If in the course of that meeting the Board shall so resolve, the Board Member complained of shall:

- (a) if appointed to the Board by co-option or by uncontested election, immediately cease to be a Board Member;
- (b) if appointed to the Board by contested election, then immediately be suspended from membership of the Board, and the Board shall put the question of that person's continued membership of the Board to the general meeting, which shall be held within two months of the date of suspension.

11. MEETINGS

11.1 There shall be an Annual General Meeting held in conjunction with the Annual Conference each year.

11.2 In addition, a special General Meeting may at any time be called by the Chair by direction of the Board, or upon request in writing to the Chair to do so, the request being signed by at least ten representatives of Member companies or organisations and individual Members of the Company, for the discussion of any special subject or subjects for which notice shall have been given by those who desire that the meeting shall be called. No business shall be transacted at a Special General Meeting save such as is specified in the notice of it given to Members.

11.3 The Chair shall give to Members not less than fourteen days notice of all General Meetings and the notice shall be accompanied by an Agenda of the business to be transacted at the meeting.

12. INTERESTS OF BOARD MEMBERS

12.1 If a Board Member has disclosed to the Board the nature and extent of any financial interest of or of any person connected with that Board Member, then that Board Member::

- (a) may be a party to, or otherwise interested in, any transaction or arrangement with the Company or in which the Company is otherwise interested;
- (b) may be an officer of, or employed by, or a party to any arrangement with any company promoted by the Company or in which the Company is otherwise interested; and
- (c) shall not, by reason of that Board Member's office, be accountable to the Company for any benefit from any interest in any such company provided that that Board Member may not vote or be part of the quorum for any resolution or matter in which that Board Member has a financial interest, and if that Board Member so votes that Board Member's vote shall not be counted, whether on a show of hands or on a poll.

12.2 For the purposes of this Article

- (a) a general notice given to the board that a Board Member has an interest of the nature and extent specified in the notice in any arrangement in which a specified person or class of persons is interested shall be deemed to be a disclosure that the Board Member has an interest in any such arrangement of the nature and extent so specified, and
- (b) an interest of which a Board Member has no knowledge and of which it is unreasonable to expect that Board Member to have knowledge shall not be treated as an interest of that Board Member.

11.3 In the event of any conflict between the interest of the Company and the private interests of a member of the Board, that member shall be expected to put the Company's interest first, unless that Board Member has the specific agreement of the Board to the contrary.

13. RECORDS OF DECISIONS TO BE KEPT

13.1 The Board shall cause proper minutes to be made of all appointments of officers and of co-optation of all Board Members and of the proceedings of all meetings of the Company and of the Board and of committees of the Board. Any such minutes of any meeting, signed by the Chair of such meeting, or by the Chair of the next succeeding meeting, shall be sufficient evidence without proof of the facts therein stated.

13.2 A resolution in writing signed by, or approved by emails issued by, all the Board Members for the time being or all members of any committee of the Board shall be as valid and effectual as if it had been passed at a Meeting of the Board or of such committee duly convened and constituted. Such resolution may consist of several copies of the same document, each signed by one or more of the Board Members or committee members.

13.3 All acts *bona fide* done by any meeting of the Board or any committee of the Board or any person acting as a Board Member or a member of a committee of the Board shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such Member or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Board Member or a member of a committee of the Board.

14. CHANGE OF COMPANY NAME

The name of the Company may be changed by a special resolution of the Members, or otherwise in accordance with the Act.

15. MEMBERSHIP

Categories of Membership

15.1 Membership of the Company will be divided into four categories:

- (a) Corporate;
- (b) Personal;
- (c) Affiliate; and
- (d) Certified Non-Member.

15.2 The criteria for each category shall be as follows:

- ***Corporate (Industry)***

Any company manufacturing or marketing pharmaceuticals in the United Kingdom and any company manufacturing and marketing products in the field of healthcare.

- ***Corporate (Agency/Consultancy)***

Any independent organisation whose business purpose is to supply Business Intelligence Services to healthcare companies.

- ***Personal***

Any individual that supplies Business Intelligence Services or consultancy services to healthcare companies.

- ***Affiliate***

This category is available to any Company or Agency who is commercially affiliated to an existing BHBIA Member organisation, but whose main office is based at a separate address to the existing Member (UK or International). An Affiliate is classed as an organisation which, whilst being a Member of the same group of companies, has a different commercial entity or postal address. The BHBIA Board will apply discretion to this particular criterion, to take into account for example temporary circumstances.

- ***Personal Certified Non-Member***

This category is available to any individual who has a legitimate interest in the UK Pharmaceutical Business Intelligence Community and is suitable for individuals who wish to undertake BHBIA approved on-line training programmes, but will accept limited access to other Membership benefits.

- ***Corporate Certified Non-Member***

This category is available to any company which has a legitimate interest in the UK Pharmaceutical Business Intelligence Community and is suitable for companies who wish employees to undertake BHBIA approved on-line training programmes, but will accept limited access to other Membership benefits.

15.3 All Membership categories must agree to adhere to the BHBIA Membership Rules (attached to these Articles at the Appendix).

- 15.4 In addition, Members must ensure that all dealings and business undertakings are aligned with the corporate mission, namely: *“To promote the excellence with integrity of Business Intelligence within the Healthcare Industry”*.

Application for Membership

- 15.5 Application for Membership for any category shall be made in writing to the Board on the appropriate application form, showing full particulars of the qualification for Membership.
- 15.6 For Corporate – Industry & Agency/Consultancy, Personal and Affiliate the application will be reviewed by the Board of the Company and they shall have the power to approve the application and allocate Membership to a Division of the Company, or refuse the application (without having to give any reasons).
- 15.7 Applications for Personal Certified Non-Member and Corporate Certified Non-Member Membership will be reviewed and approved by the secretariat in line with criteria agreed with the Board.
- 15.8 The Board may also withdraw or suspend Membership. Companies, organisations or individuals approved for Membership shall pay annual fees to ratify their Membership. Membership fees will be set by the Board.
- 15.9 At the Board's discretion the Membership fee for all categories, except Personal members, can be increased annually by no more than 6% and the increase in inflation (as announced in June each year) and Personal Membership fee can be increased annually by no more than the increase in inflation (as announced in June each year) should the need arise. Any proposed increase that exceeds 6% and the prevailing rate of inflation, depending on the membership category, must be approved by Members at an Annual General Meeting. The Membership year will run from 1st October-30th September inclusive.
- 15.10 Employees of Member companies and organisations or individual Members, who are Corporate, Affiliate or Personal Members, will be entitled to all the benefits available to the membership. For Personal Certified and Corporate Certified Non-Member categories, the only benefit available is access to online certification available to Corporate, Affiliate or Personal Members.
- 15.11 Any organisation which is a Member of the Company shall be represented at meetings of the Company. However, the Board shall, when it considers appropriate, organise meetings or part of meetings that are open to Members of only one or other Membership Division of the Company and invited guests.

16. EXPULSION OF MEMBER

- 16.1 The Board may terminate the Membership of any Member without that Member consent by giving that Member written notice if, in the reasonable opinion of the Board that Member:
- (a) is guilty of conduct which has or is likely to have a serious adverse effect on the Company or bring the Company or any or all of the Members into disrepute; or
 - (b) has acted or has threatened to act in a manner which is contrary to the interests of the Company as a whole; or
 - (c) has repeatedly failed to observe the terms of these Articles and/or the Rules and/or the Company's Legal & Ethical Guidelines for Healthcare Market Research .

- 16.2 The notice to the Member must give the Member the opportunity to be heard in writing or in person as to why Membership should not be terminated. The Board must consider any representations made by the Member and inform the Member of their decision following such consideration. There shall be no right to appeal from a decision of the Board to terminate the Membership of a Member.
- 16.3 Following such termination, the Member shall be removed from the Register of Members.
- 16.4 A Member whose Membership is terminated under this Article shall not be entitled to a refund of any subscription or Membership fee and shall remain liable to pay to the Company any subscription or other sum owed by that Member.

DECISION MAKING BY MEMBERS

17. VOTES OF MEMBERS

- 17.1 Only one representative of Corporate (Industry), Corporate (Agency/Consultancy) & Personal Members shall be entitled to vote at an election as specified in these Rules or at the Company's meetings. The person voting shall be the senior representative concerned with business intelligence or their nominee from the same company or organisation. Personal/Corporate Certified Non-Members and Affiliate Members do not have any voting rights.
- 17.2 At any General Meeting only one representative of Corporate (Industry), Corporate (Agency/Consultancy) and Personal Members of the Company shall have the right to vote. Personal/Corporate Certified Non-Members and Affiliate Members do not have any voting rights.
- 17.3 Voting at General Meetings shall be by show of hands or ballot at the discretion of the Chair and all motions shall be determined, subject to any exceptions set out in these Rules, by a simple majority of those present who are entitled to vote.
- 17.4 The Chair presiding at any Board or General Meeting shall have an original and also a casting vote.
- 17.5 The Board reserve the right to authorise a proxy vote for a BHBIA Member if there are special circumstances which prevent the Member from being represented at the Annual General Meeting. Proxy vote applications must provide details of the special circumstances and must be presented in writing to the Company Chair not less than fourteen days prior to the date of the Annual General Meeting. The application must be signed by the most senior market researcher from a Member company/agency/ consultancy or by the named individual in the case of personal Membership. The Board reserve the right to refuse applications.

ADMINISTRATIVE ARRANGEMENTS

18. NOTICES

- 18.1 Any notice, document or other information shall be deemed served on or delivered to the intended recipient:
- (a) if properly addressed and sent by prepaid United Kingdom first class post to an address in the United Kingdom, 48] hours after it was posted [(or five] Business Days after posting either to an address outside the United Kingdom or from outside the United Kingdom to an address within the United Kingdom, if (in each case) sent by reputable international overnight courier addressed to the intended recipient, provided that delivery in at least [five] Business Days was guaranteed at the time of

sending and the sending party receives a confirmation of delivery from the courier service provider)];

- (b) if properly addressed and delivered by hand, when it was given or left at the appropriate address;
- (c) if properly addressed and sent or supplied by electronic means, one] hour after the document or information was sent or supplied; and
- (d) if sent or supplied by means of a website, when the material is first made available on the website or (if later) when the recipient receives (or is deemed to have received) notice of the fact that the material is available on the website.

For the purposes of this article, no account shall be taken of any part of a day that is not a Business Day.

- 18.2 In proving that any notice, document or other information was properly addressed, it shall suffice to show that the notice, document or other information was addressed to an address permitted for the purpose by the Act.

19. RULES

- 19.1 The Company in general meeting shall have the power to add to, alter or repeal the Rules and the Board shall bring the Rules to the notice of the Company's Members.
- 19.2 Rules adopted by a general meeting under this paragraph shall take precedence over rules of regulations made by the Board or conditions imposed by the Board under any of the articles.

20. FINANCE, ACCOUNTS, INDEMNITY AND INSURANCE

- 20.1 The Company's financial year runs from 1st October-30th September.
- 20.2 The financial records of the Company shall be maintained by the Board or an organisation appointed by the Board and subject to annual audit by a qualified accountant. A financial report shall be presented to the Members at the Annual General Meeting and audited accounts published annually.
- 20.3 The Company shall indemnify all Members of the Board in respect of all actions, claims and demands whatsoever made against them alone or jointly with others in respect of any act, thing or matter lawfully done or omitted to be done by them within the scope of their authority in or about the business of the Company, but no actions may be taken on behalf of the Company by a Member of the Board without the prior approval of the Board.
- 20.4 The BHBIA shall remain a non-profit making Company. Financial liability shall rest equally with all Member companies or organisations and individual Members of the Company. All Member companies or organisations and individual Members agree and abide by this clause on taking up Membership of the Company.
- 20.5 Without prejudice to any indemnity to which a relevant officer is otherwise entitled each relevant officer shall be indemnified out of the Company's assets against all costs, charges, losses, expenses and liabilities incurred by that person as a relevant officer in the actual or purported execution and/or discharge of that person's duties, or in relation to them including (in each case) any liability incurred by that person in defending any civil or criminal proceedings, in which judgment is given in that person's favour or in which that person is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on that person's part or in connection with any application in which the court grants that person, in that person's capacity as a relevant officer, relief from liability for negligence,

default, breach of duty or breach of trust in relation to the Company's (or any associated company's) affairs.

- 20.6 the Company may provide any relevant officer with funds to meet expenditure incurred or to be incurred by that person in connection with any proceedings or application referred to in article and otherwise may take any action to enable any such relevant officer to avoid incurring such expenditure.
- 20.7 This article does not authorise any indemnity to the extent that such indemnity would be prohibited or rendered void by any provision of the Companies Acts or by any other provision of law and any such indemnity is limited accordingly.
- 20.8 The Board may decide to purchase and maintain insurance, at the expense of the Company, for the benefit of any relevant officer in respect of any relevant loss.

21. GOVERNING LAW

- 21.1 These Articles of Association and any dispute or claim arising out of or in connection with them or their subject matter or membership of the Company shall be governed by and construed in accordance with the law of England and Wales and subject to the exclusive jurisdiction of the English Courts.

Appendix

New and existing members will read and agree to abide by the current BHBIA Articles of Association and agree to adhere to the BHBIA Legal and Ethical Guidelines for Healthcare Market Research, BHBIA Legal and Ethical Guidelines for Healthcare Data Analytics and ABPI/BHBIA Adverse Event Reporting Guidance when carrying out business intelligence within the UK.

The main contact is responsible for making reasonable efforts to inform all relevant colleagues of the requirement for adherence to these guidelines. We advise you to recommend that all staff involved in market research obtain certification for both Adverse Event Reporting and Legal and Ethical Guidelines for Market Researchers, and that all staff involved in data analytics obtain certification for Legal and Ethical Guidelines for Data Analysts.

Existing membership does not include colleagues from other offices within the organisation that are not part of the same legal entity or at the same address. Such colleagues must apply for separate affiliate membership in order to be provided with a unique website user name and password.