

COGNITIV
ARTICLES OF ASSOCIATION

1. Name

The association should be called Cognitiv.

2. Mission statement

The mission statement for the association is:

‘Cognitiv is an industry group which was formed to foster collaboration between creative and digital professionals, encourage the development of sector specific education and skills opportunities and to promote the quality and expertise of the district’s creative and digital companies to the wider business community’.

3. Objects

The objects of the association are:-

- a) To develop relevant, informative and enjoyable opportunities for creative and digital businesses and professionals in the Wakefield Metropolitan District to meet and network;
- b) To create strong industry links and contacts to share knowledge, advice and business opportunities so more local creative and digital businesses can work with each other;
- c) To organise speaker and topical events to improve creative and digital knowledge and expertise, strengthening businesses and client service;
- d) To use events, social media, PR and networking to raise the profile of the Wakefield Creative, Digital and IT sector, highlighting the quality of the offer and expertise available and to encourage more local procurement from the district’s businesses;
- e) To operate as a representative link between the professionals in the creative and digital community in Wakefield and the officers and Board members of the Wakefield Enterprise Partnership in respect of all

matters relating to the creative and digital industry's involvement and support for economic development and regeneration of business, commerce and industry in the Wakefield district;

- f) To operate as a representative link between the professionals in the creative and digital community in Wakefield and the officials of local education partners to encourage the development of appropriate education, skills and training opportunities. This includes both educational opportunities for young people and continuing professional development for colleagues in industry;
- g) To provide a platform for dialogue and linkages with voluntary or other organisations wishing to communicate with the creative and digital community of the Wakefield district;
- h) To promote the Wakefield district as a good place for creative and digital businesses and professionals to establish themselves in; and
- i) To support the further development of the scale and scope of the creative and digital community in the Wakefield district.

4. Membership

Membership of the association should be open to all professionals operating in the creative and digital industry within Wakefield district whose application is accepted by the committee and paying the annual fee prescribed by the association from time to time or such a pro rata amount as maybe set by the committee acting reasonably. The membership of any individual or organisation failing to pay the fee by the due date prescribed by the association or the committee as the case may be should be suspended for so long as such remains unpaid. Memberships are personal to the party to whom they are issued and not transferable save that a member which is an organisation may select and change its representative in its sole discretion.

5. Officers

The officers of the association should be members of the association at the time of election, and shall consist of Chairman, Treasurer and Secretary and other such officers as the association deems necessary. They shall hold office for 1 year and shall be elected by separate vote from among the members of

the association at the annual general meeting ('AGM'). Officers shall be eligible for re-election provided that they are still bona fide members of the association.

6. Records

The Secretary shall keep minutes of all meetings of the committee, the AGM and any special meetings of the members. The Treasurer shall maintain a schedule of members to include details of the name, business address, organisation (if appropriate), email address and membership fees paid. Any member giving reasonable prior notice in writing to the Chairman and specifying a reason for the request shall in the discretion of the committee having regard to the provisions of the Data Protection Act be afforded access to the record.

7. Governance

The association should be governed by a committee consisting of the officers of the association as defined above and not more than 7 members of the association who shall be elected annually under such rules of procedure as the AGM shall direct. The committee shall hold office for 1 year and shall meet not less than once in every other month. A quorum for the AGMs or Special General Meetings will be deemed to be a minimum of 10% of the total membership of the WEP Professionals Group as at the date of the last AGM.

8. Vacation of office

Any officer shall vacate its office upon resignation from the association or upon dismissal from his office by resolution of the members in special general meeting.

9. Casual vacancies

Any casual vacancies whether officers of or members of the committee shall be filled by appointment by the committee from one of the members, such appointees to hold office until the next AGM.

10. AGM

The AGM shall be held in June of each year. The Secretary shall give not less than 14 clear days notice of the AGM to each member whose name is at that time recorded in the schedule of members.

11. General and special general meetings

General meetings should be called at such time and place, on such notice and for such purposes as the committee having due regard to its obligations to further the objects of the association shall in its absolute discretion decide. Special General Meetings shall be called at the discretion of the committee or at the written request of not less than 10 members. The Secretary shall give not less than 7 clear days notice of the special general meeting to each member whose name is at that time recorded in the schedule of members.

12. Finance

The Treasurer on behalf of the committee shall be responsible for:-

- a) Preparing and presenting a budget to the AGM for the operation of the association for the period expiring on the following 31st May in each year;
- b) Incorporating in the budget and recommending to the AGM a fee to be paid by each member for membership of the association for the period of 12 months commencing on 1st June following the AGM;
- c) Invoicing and collecting the fees and administering the finances of the association in accordance with the approved budget; and
- d) Opening and maintaining a bank account in the name of the association to be operated on the signature of not less than two of the officers of the association from time to time.

13. Voting and amendment of the constitution

Each member attending any annual or special general meeting whose fees are not outstanding at that date should be entitled to one vote on any resolution put to the meeting. Voting shall be personal by show of hands or at the discretion of the chairman, by ballot and there shall be no voting by proxy. This constitution may be amended or altered only by a resolution supported

by two thirds of the members present and voting at an annual or special general meeting.

This constitution shall be made available to all members of the association on request.

Version 1
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