

Introduction

This document covers the rules relating to the day-to-day management and operation of XML UK.

The rules are made up of two elements, those described in the Company's Memorandum and Articles of Association and those additional rules needed for the good day-to-day management and operation of XML UK.

Components of the Company's Memorandum and Articles of Association, as they apply to day-to-day management and operation are, for convenience, described in Appendix 1.

Where a conflict occurs between the Memorandum and Articles of Association and the additional rules, then the Memorandum and Articles of Association shall have precedence.

This document, once agreed by the membership can only be formally changed at a General Meeting of the membership.

Definitions

In this document, the following definitions shall apply:-

"XML UK", a Company Limited by Guarantee, is Registered in England and Wales with Registration number 5146009.

"The Board" is the board of XML UK for the time being.

"The Directors" are the members of the Board

"The Objects" are the objects of XML UK as defined in the Memorandum and Articles of Association.

"The Advisory Panel" is a group of members invited by the Board to provide help and advice to the Board

Rules, in addition to those in the Memorandum and Articles of Association

1. The Objects of XML UK are defined in the Memorandum of Association and are principally "To advance public education by promoting the use of the Extensible Markup Language (XML) and the Standard Generalized Markup Language (SGML), both global standards for the markup of computer-processable documents, and related technologies and standards."
2. In furtherance of the Objects, the Board shall have the following powers:
 - 2.1 to collect and disseminate information on all matters concerning the Objects and exchange such information with other bodies having similar purposes;
 - 2.2 to arrange and provide for or join in arranging and providing for the holding of exhibitions, conferences, meetings, lectures, seminars, training courses and other events;
 - 2.3 to procure to be written and print, publish, issue, and distribute gratuitously or otherwise such papers, books, periodicals, pamphlets, or other documents or films as shall further the Objects;
 - 2.4 to do all such other lawful things as are necessary for the attainment of the Objects.
- 3 Membership of XML UK shall be open to anyone interested in XML or SGML who supports the Objects of XML UK. A member in good standing is one for whom dues for

the current year have been paid. Hereinafter the term “member” shall be construed to mean a member in good standing. Two classes of membership are available:

- 3.1 an institution, which must be a corporate legal entity, may be a member and may name two or more persons who shall be admitted as institutional members. The named institutional members shall each have one vote and otherwise be entitled to all the rights of a member. An institutional member may be represented by an alternate person at gatherings organized or sponsored by or in association with XML UK, but for no other purpose.
 - 3.2 an individual may be a member and shall be admitted as an individual member. An individual member shall have one vote.
- 4 The Directors may invite members in good standing to join the Advisory Panel.
 - 5 The Directors may, at their discretion, confer honorary membership on individual persons who have rendered distinguished service to the Group, and on other persons of distinction in the field.
 - 6 The Directors may, at their discretion, confer student membership on individual persons who are registered as full- or part-time students at recognised educational or training institutions.
 - 7 From every member, with the exception of honorary members, there shall be due an annual subscription, which shall be determined from time to time by the Board. Members may join XML UK at any time and their subscription shall extend for 12 months from the beginning of the month nearest to their joining. This subscription shall entitle each member to receive all the benefits of membership.
 - 8 An Annual General Meeting of members of XML UK shall normally be held within six months of the end of the financial year.
 - 9 The Treasurer shall submit the balance sheet and income and expenditure account of XML UK, together with a statement on these accounts from the independent examiner, at the Annual General Meeting.
 - 10 XML UK shall not borrow and shall not enter into arrangements of any kind where there is a reasonably identifiable risk which to mitigate would require borrowing.
 - 11 Notification by email shall be considered “notification in writing”, provided that a read receipt has been requested and is received.

Appendix 1 – Some notes on the Memorandum and Articles of Association of XML UK

The Memorandum and Articles of Association of Association of XML UK contain the rules under which XML UK is operated. For information only, a number of points have been extracted from the Articles of Association of Association:-

- 1 General Meetings – Essentially the Board is required to give 21 days notice of an Annual General Meetings. Generally decisions can be made on a show of hands. A quorum is two members. The Articles also cover a range of cases related to extraordinary general meetings, various quorum cases and cases where a show of hands is not considered appropriate.
- 2 Votes of members – Allows the appointments of a proxy for votes.
- 3 Appointment and retirement of Directors – At each Annual General Meeting, one third of the directors are subject to retirement by rotation.
- 4 Minutes – All meetings of the company and meetings of directors shall be minuted.

Appendix 2 – The role of the XML UK Advisory Panel

The role of the Advisory Panel is, when requested by the Directors, to advise or express their views upon matters relating to the pursuit of the Objects of XML UK.

Particular areas to be addressed by the Advisory Panel will include, but are not restricted to the following:-

- 1 Potential meeting topics, titles, subjects and speakers
- 2 Relationships, events and co-operation with other organisations
- 3 Membership priorities, preferences, feedback and input
- 4 Identification and pursuit of opportunities to promote XML UK membership and activities
- 5 Promotion of the further development, adoption and use of XML, SGML and related standards, especially in the United Kingdom.

Membership of the Advisory Panel shall be determined from time to time by the Directors.