

Proposed Update to The UK Oracle User Group Articles of Association

The Board is proposing an update to the UKOUG Articles of Association to modernise and clarify the organisation's governance framework. The revised Articles bring together a number of governance provisions into a clearer and more comprehensive document, defining board roles, responsibilities, and decision-making processes in greater detail. The aim is to provide stronger transparency, clearer governance processes, and a framework that better reflects how UKOUG operates today.

One important change is that the revised Articles provide greater flexibility in the size and composition of the Board. The new framework sets a maximum board size of nine directors and ensures that members continue to elect a portion of the Board, while also allowing the organisation to appoint additional directors where appropriate. This flexibility will help ensure the Board has the right mix of skills, experience and independence to support the organisation effectively.

The proposed changes also introduce clearer governance processes, including more detailed provisions covering conflicts of interest, director appointments, board committees, and decision-making procedures. These provisions are intended to support transparency and good governance while ensuring the Board operates with clear responsibilities and accountability to members.

The revised Articles also clarify the relationship between the organisation's Articles, byelaws and terms and conditions, confirming that the Articles take precedence over byelaws and that byelaws take precedence over membership terms and conditions. This provides clearer governance structure and reduces ambiguity between different governing documents.

What Is Not Changing

While the proposed Articles introduce a clearer and more modern governance framework, the fundamental structure of UKOUG remains unchanged. UKOUG will continue to operate as a **company limited by guarantee**, and members will continue to play an important role in the governance of the organisation.

In particular:

- Members will **continue to elect directors** to the Board.
- Members will **retain voting rights at general meetings**.
- Members' financial liability **remains limited to £1** in the event the organisation is wound up.

- UKOUG will continue to operate as a **member-led professional community representing Oracle users.**

The proposed changes are intended to clarify and modernise governance arrangements rather than fundamentally change how the organisation operates.

Overall, the intention of the proposed Articles is to clarify governance processes, modernise the organisation's constitutional framework, and give the organisation greater flexibility to structure the Board appropriately as the organisation evolves.

Frequently Asked Questions

Why are the Articles of Association being updated?

The proposed Articles are intended to modernise and clarify the governance framework for UKOUG. Over time, governance provisions have developed across the Articles, byelaws and other documents. The revised Articles bring these elements together in a clearer structure and provide more detailed governance rules covering board roles, decision-making and oversight.

Will the fundamental structure of UKOUG change?

No. UKOUG will continue to operate as a **company limited by guarantee**, and the fundamental structure of the organisation remains the same. Members will continue to elect directors and vote on key matters at general meetings.

Does this affect members' liability?

No. As under the current Articles, members' liability remains limited to **£1** in the event the organisation is wound up.

What changes for the Board?

The revised Articles clarify the roles and responsibilities of the Board and introduce more detailed governance provisions, including clearer rules on conflicts of interest, board decision-making and committees. They also provide flexibility in the size and composition of the Board (up to nine directors), helping ensure the organisation can appoint directors with the right skills and experience.

Why is additional flexibility in the Board structure needed?

Following the downsizing of UKOUG in 2020 and again in 2023, many board members are now more directly involved in operational activities. The revised framework allows the organisation to appoint additional directors where appropriate so that responsibilities can be shared more effectively while maintaining strong governance oversight.

Are members losing any rights?

No. Members will continue to have the right to vote at general meetings and to elect directors. The revised Articles are intended to clarify governance processes rather than remove member rights.

How do the Articles relate to byelaws and other rules?

The revised Articles clarify the hierarchy of governing documents. The Articles take precedence over byelaws, and byelaws take precedence over membership terms and conditions. This helps ensure there is a clear and consistent governance structure.

How will the new Articles be approved?

Members will be asked to vote on the adoption of the revised Articles at the **Extraordinary General Meeting (EGM) on Friday 27 March**. Adoption requires a **Special Resolution**, which means approval by at least **75% of votes cast**.

Who can vote at the EGM?

Each UKOUG member is entitled to one vote.

For individual members, the individual member holds the vote.

For corporate members, the vote is held by the primary contact registered for the organisation in the UKOUG membership records.

Only the individual member, or the primary contact for a corporate member, may cast a vote.

What if I can't attend the EGM?

If a voting member is unable to attend the meeting, they may either:

- appoint a proxy to vote on their behalf, or
- (for corporate members) request a change to the organisation's primary contact prior to the meeting.

Requests to change the primary contact should be sent to info@ukoug.org. Please note that any change to the primary contact is permanent whereas appointing a proxy is one-off for the meeting.

Members who are unable to attend the meeting are encouraged to appoint a proxy so that their vote can still be counted.

What if I have questions before the meeting?

We welcome questions and discussion from members. Many members of the Board will be attending **Oracle AI World**, where they will be happy to speak with members directly. Alternatively, you can email info@ukoug.org, and we will ensure your question is directed to the appropriate board member. Where relevant, questions received in advance may be shared with all members to help ensure transparency.

How does proxy voting work?

If a member cannot attend the meeting, they may appoint a proxy. The proxy can be:

- the Chair of the meeting, or
- another attendee who will attend the meeting.

The proxy may either:

- vote as they see fit, or
- vote as directed by the member (FOR or AGAINST the Special Resolution).

Proxy instructions must be submitted by email to info@ukoug.org and must be received **no later than 12:00pm (midday) GMT on Wednesday 25 March 2026** in order to be valid and recorded for the meeting.

When submitting proxy instructions, the email should include:

- Name of the member (individual or corporate member organisation)
- Name of the corporate member primary contact (where applicable)
- Email address of the voting member
- Name of the appointed proxy (if appointing someone other than the Chair)
- Whether the proxy may vote at their discretion or must vote as directed
- If directed, whether the vote should be FOR or AGAINST the Special Resolution

Providing this information allows UKOUG to verify the membership and ensure that the proxy vote is recorded correctly.

If a member submits a proxy vote and then also attends the meeting, the vote cast during the meeting would override the proxy instruction.