

**THE COMPANY ACTS 1985 TO 2006**  
**COMPANY LIMITED BY GUARANTEE**  
**ARTICLES OF ASSOCIATION OF**  
**WEYMOUTH CIVIC SOCIETY**  
**COMPANY REGISTRATION NO: 08137463**

1. The Company's name is **WEYMOUTH CIVIC SOCIETY** (and in this document it is called the "Society").

**Interpretation**

2. In the articles:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society;

"the articles" means the Society's articles of association;

"clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Society;

"the directors" means the directors of the Society. The directors are charity trustees as defined by section 177 of the Charities Act 2011;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"the memorandum" means the Society's memorandum of association;

"officers" includes the directors and the secretary (if any);

"secretary" means any person appointed to perform the duties of the secretary of the Society;

"the Society" means the company intended to be regulated by the articles;

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the Society.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

### **Liability of members**

- 3.1 The liability of the members is limited.
- 3.2 Every member of the Society promises, if the Society is dissolved while he or she or it is a member or within twelve months after he or she or it ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the Society incurred before he or she or it ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of the contributories among themselves.

### **Objects**

4. The Society's objects are specifically restricted to the following within the boundaries of the Borough of Weymouth and Portland and its surrounding areas ("the Area"):-
  - 4.1 to stimulate public interest in the Area ;
  - 4.2 to promote high standards of planning and architecture in the Area;
  - 4.3 to secure the preservation, protection, development and improvement of features of historic, public, natural or environmental interest in the Area;
  - 4.4 to acquire buildings of historic interest in the Area with a view to their maintenance and long term preservation and to open such buildings to the public with a view to increasing its appreciation and understanding of the local heritage; and
  - 4.5 to undertake any relevant activities to further these objectives insofar as they shall be charitable.

*(Note: Clause 4 was substituted for the original clause 4 by a special resolution passed on 5 November 2012)*

## **Powers**

5. The Society has power to do anything which is calculated to further its Objects or is conducive or incidental to doing so. In particular, the Society has power:
  - 5.1 to promote civic pride in the area of interest;
  - 5.2 to promote research into subjects directly connected with the objects of the Society and to publish the results of any such research;
  - 5.3 to promote or assist in promoting activities of a charitable nature throughout the area of interest;
    - 5.3.1 to publish papers, reports and other literature;
    - 5.3.2 to undertake surveys, prepare maps and plans and collect information in relation to any place, structure or building of beauty or architectural or historic interest within the area of interest;
    - 5.3.3 to present, promote, organise, provide, manage and produce exhibitions, conferences, lectures, tours, discussions, classes, seminars, workshops, field visits and literary, musical, dramatic and artistic entertainments and performances;
  - 5.4 to educate public opinion and to give advice and information, to promote, print, publish, issue, circulate or otherwise disseminate and communicate literary, visual and oral material through reports, periodicals, books, pamphlets, articles, leaflets, journals, films, broadcasts, recordings and electronic forms;
  - 5.5 to raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that in doing so, the Society shall not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
  - 5.6 to buy, take on lease or in exchange, hire or otherwise acquire by purchase or gift any property whether subject to any special trust or not and to maintain and equip it for use;
  - 5.7 to accept gifts of all kinds and receive on loan including any which are conditional provided such conditions do not conflict with the Society's objects. The Society may decline to accept gifts which, in the opinion of the Society, are, or may become, onerous;
  - 5.8 to maintain, repair, improve and alter any freehold or leasehold property of the Society;
  - 5.9 to sell, lease or otherwise dispose of all or any part of the property belonging to

the Society. In exercising this power, the Society must comply as appropriate with sections 117 and 122 of the Charities Act 2011;

- 5.10 to borrow money and to charge the whole or any part of the property belonging to the Society as security for repayment of the money borrowed or as security for a grant or the discharge of an obligation. The Society must comply as appropriate with sections 124-126 of the Charities Act 2011 if it wishes to mortgage land;
- 5.11 to act as a co-ordinating body and to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- 5.12 to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- 5.13 to acquire, merge with or to enter into any partnership or joint venture arrangement with any other society;
- 5.14 to operate bank and other cash and deposit accounts and to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- 5.15 to make charitable donations, grants and loans and give any guarantee (whether secured or not) for the furtherance of the Society's objects;
- 5.16 to employ and remunerate such staff as are necessary for carrying out the work of the Society. The Society may employ or remunerate a director only to the extent it is permitted to do so by article 7 and provided it complies with the conditions in that article;

5.17 to:

5.17.1 deposit or invest funds;

5.17.2 employ a professional fund-manager; and

5.17.3 arrange for the investments or other property of the Society to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- 5.18 to provide indemnity insurance for the directors in accordance with, and subject to the conditions in, section 189 of the Charities Act 2011;

5.19 to pay out of the funds of the Society the costs of forming and registering the Society both as a company and as a charity;

5.20 to do all such other lawful things as are necessary for or incidental to achieving the Society's objects

## **6. Provisos**

6.1 The Society's objects shall not extend to the regulation of relations between employers and employees or their respective organisations;

6.2 in relation to any property held by the Society as trustee the Society shall deal with that property in accordance with the law relating to trusts; and

6.3 in relation to any property held by the Society which is subject to the authority of the Charity Commissioners for England and Wales the directors of the Society shall be accountable for all dealings with the property and liable for its administration and subject to the control and supervision of the Charity Commissioners and the Chancery Division of the High Court as though the directors were trustees of it and the Society was not incorporated

## **7. Application of income and property**

### **Universal clauses**

7.1 The income and property of the Society shall be applied solely towards the promotion of the Objects

7.2 7.2.1 A director is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society

7.2.2 A director may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with and subject to the conditions in section 189 of the Charities Act 2011

7.2.3 A director may receive an indemnity from the Society in the circumstances specified in Article 55

7.3 Subject to article 7.4, none of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Society. This does not prevent a member who is not also a director receiving:

7.3.1 a benefit from the Society in the capacity of a beneficiary of the Society; or

7.3.2 reasonable and proper remuneration for any goods or services supplied to the Society

7.4 No director may:

7.4.1 buy any goods or services from the Society (other than items of merchandise on sale and at the price charged to the general public);

7.4.2 sell goods services or any interest in land to the Society;

7.4.3 be employed by or receive any remuneration from the Society;

7.4.4 receive any other financial benefit from the Society;

unless:

7.4.5 the payment is permitted by sub-clause 7.5 of this article and the directors follow the procedure and observe the conditions set out in sub-clause 7.6 of this article; or

7.4.6 the directors obtain the prior written approval of the Charity Commission and fully comply with any procedures it prescribes

7.5

7.5.1 A director may receive a benefit from the Society in the capacity of a beneficiary of the Society provided that a majority of the directors do not benefit in this way

7.5.2 A director may enter into a contract for the supply of goods or services to the Society other than for acting as a director where that is permitted in accordance with and subject to the conditions in sections 185 and 186 of the Charities Act 2011.

7.5.3 Subject to article 7.6 a director may provide the Society with goods that are not supplied in connection with services provided to the Society by the director.

7.5.3 A director may receive interest on money lent to the Society at a reasonable and proper rate which must be not more than the Bank of England base rate (also known as the base rate)

7.5.4 A director may receive rent for premises let by the director to the Society if the amount of the rent and the other terms of the lease are reasonable and proper. The director concerned must withdraw from any meeting at which such a proposal for the rent or other terms of the lease are under discussion.

- 7.5.5 A director may take part in the normal trading and fundraising activities of the Society on the same terms as members of the public.
- 7.6 7.6.1 The Society and its directors may only rely upon the authority provided by article 7.5 if each of the following conditions is satisfied:
- 7.6.1.1 The amount or maximum amount of the payment for the goods is set out in writing between:
- (i) the Society or its directors (as the case may be); and
  - (ii) the director supplying the goods (the supplier) under which the supplier is to supply the goods in question to or on behalf of the Society.
- 7.6.1.2 The remuneration or other sums paid to the director or amount or maximum amount for the goods does not exceed an amount that is reasonable in all the circumstances;
- 7.6.1.3 The other directors are satisfied that it is in the best interests of the Society to contract with the supplier rather than with someone who is not a director. In reaching that decision the directors must balance the advantage of contracting with a director against the disadvantages of doing so.
- 7.6.1.3 The director is absent from the part of any meeting at which there is discussion of:-
- i) his or her employment or remuneration or any matter concerning the contract; or
  - ii) his or her performance in the employment or his or her performance of the contract; or
  - iii) any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under article 7.5; or
  - iv) any other matter relating to a payment or the conferring of any benefit permitted by article 7.5
- 7.6.1.4 The director does not vote on any such matter and is not to be counted when calculating whether a quorum of directors is present at the meeting

7.6.1.5 The other directors are satisfied that it is in the interests of the Society to employ or to contract with that director rather than with someone who is not a director. In reaching that decision the directors must balance the advantage of employing a director against the disadvantages of doing so (especially the loss of the director's services as a result of dealing with the director's conflict of interest)

7.6.1.6 The reason for their decision is recorded by the directors in the minute book

7.6.1.7 A majority of the directors then in office have received no such payments

7.6.2 The employment or remuneration of a director includes the engagement or remuneration of any firm or company in which the director is:

7.6.2.1 a partner;

7.6.2.2 an employee;

7.6.2.3 a consultant;

7.6.2.4 a director; or

7.6.2.5 a shareholder unless the shares of the company are listed on a recognised stock exchange and the director holds less than 1% of the issued capital

7.7 In sub-clauses 2 - 6 of this article 7:

7.7.1 "Charity" shall include any company in which the Society:

7.7.1.1 holds more than 50% of the shares; or

7.7.1.2 controls more than 50% of the voting rights attached to the shares; or

7.7.1.3 has the right to appoint one or more directors to the Board of the company

7.7.2 "director" shall include:

7.7.2.1 any child parent grandchild grandparent brother sister or spouse of the director or any person living with the director as his or her partner; and

- 7.7.2.2 any person carrying on business in partnership with the director or with any person listed in 7.7.2.1 above

## **Members**

- 8.1 The subscribers to the memorandum are the first members of the Society.
- 8.2 Membership is open to other individuals or organisations who:
  - 8.2.1 apply to the Society in the form required by the directors; and
  - 8.2.2 are approved by the directors.
- 8.3
  - 8.3.1 The directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.
  - 8.3.2 The directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - 8.3.3 The directors must consider any written representations the applicant may make about the decision. The directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 8.4 Membership is not transferable.
- 8.5 The directors must keep a register of names and addresses of the members.

## **Classes of membership**

- 9.1 The directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of members.
- 9.2 The directors may not directly or indirectly alter the rights or obligations attached to a class of membership.
- 9.3 The rights attached to a class of membership may only be varied if:
  - 9.3.1 three-quarters of the members of that class consent in writing to the variation; or
  - 9.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 9.4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class.

## **Termination of membership**

- 10. Membership is terminated if:
  - 10.1 the member dies or, if it is an organisation, ceases to exist;

- 10.2 the member resigns by written notice to the Society unless, after the resignation, there would be less than three members;
- 10.3 any sum due from the member to the Society is not paid in full within three months of it falling due;
- 10.4 the member is removed from membership by a resolution of the directors that it is in the best interests of the Society that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
  - 10.4.1 the member has been given at least twenty-one days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
  - 10.4.2 the member or, at the option of the member, the member's representative (who need not be a member of the Society) has been allowed to make representations to the meeting.

### **General meetings**

- 11.1 The Society must hold its first annual general meeting within eighteen months after the date of its incorporation.
- 11.2 An annual general meeting must be held in each subsequent year and not more than fifteen months may elapse between successive annual general meetings.
- 11.3 The directors may call a general meeting at any time.

### **Notice of general meetings**

- 12.1 The minimum periods of notice required to hold a general meeting of the Society are:-
  - 12.1.1 twenty-one clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
  - 12.1.2 fourteen clear days for all other general meetings.
- 12.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90 percent of the total voting rights.
- 12.3 The notice must specify the date time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 19.
- 12.4 The notice must be given to all the members and to the directors and auditors.
- 13. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

## **Proceedings at general meeting**

- 14.1 The business to be transacted at an Annual General Meeting shall include the consideration of the accounts, balance sheet, and the report to the Board of the auditors or independent examiner, the receipt of the Annual Report of the Board, the election of members of the Board in the place of those retiring and the employment of, and the fixing of the remuneration of, the auditors (if any).
- 14.2 No business shall be transacted at any general meeting unless a quorum is present.
- 14.3 Ten members (or if a lesser number one third of the membership of the Society at the time of the meeting) present in person shall be a quorum.
- 14.4 The authorised representative of a member organisation shall be counted in the quorum.
- 15.1 If:
  - 15.1.1 a quorum is not present within half an hour from the time appointed for the meeting; or
  - 15.1.2 during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the directors shall determine.
- 15.2 The directors must reconvene the meeting and must give at least seven days' clear notice of the reconvened meeting stating the date, time and place of the meeting.
- 15.3 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.
- 16.1 General meetings shall be chaired by the person who has been appointed to chair meetings of the directors.
- 16.2 If there is no such person or he or she is not present within fifteen minutes of the time appointed for the meeting a director nominated by the directors shall chair the meeting.
- 16.3 If there is only one director present and willing to act, he or she shall chair the meeting.
- 16.4 If no director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 17.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.
- 17.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.
- 17.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

- 17.4 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 18.1 Any vote at a meeting shall be decided by a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:-
- 18.1.1 by the Chairman; or
- 18.1.2 by at least two members present and having the right to vote at the meeting; or
- 18.1.3 by any member or members present in person and representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
- 18.2 Unless a poll is so demanded, a declaration by the Chairman as to whether the resolution has on the show of hands been carried or carried unanimously, or by a particular majority, or lost and an entry to that effect in the minutes of the proceedings of the Society shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour of or against such resolution,
- 18.3 A demand for a poll may be withdrawn and shall not invalidate the result of a show of hands declared before the demand was made.
- 18.4 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting shall be entitled to a second or casting vote.
- 18.5 A poll demanded on the election of the chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken at such time and in such manner as the Chairman of the meeting directs and any business other than that on which a poll has been demanded may proceed pending the taking of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

### **Content of proxy notices**

- 19.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which
- 19.1.1 states the name and address of the member appointing the proxy and the project partner to which they are affiliated;
- 19.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
- 19.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine; and

- 19.1.4 is delivered to the Society in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.
- 19.2 The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 19.3 Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- 19.4 Unless a proxy notice indicates otherwise, it must be treated as –
  - 19.4.1 allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
  - 19.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

#### **Delivery of proxy notices**

- 20.1 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the Society by or on behalf of that person.
- 20.2 An appointment under a proxy notice may be revoked by delivery to the Society a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
- 20.3 A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
- 20.4 If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointor's behalf.

#### **Written resolutions**

- 21.1 A resolution in writing agreed by a simple majority or in the case of a special resolution by a majority of not less than 75% of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
  - 21.1.1 a copy of the proposed resolution has been sent to every eligible member;

- 21.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members including a member affiliated to each of the project partners has signified its agreement to the resolution; and
- 21.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 21.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.
- 21.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

### **Votes of members**

- 22. Subject to article 9 every member, whether an individual or an organisation, shall have one vote.
- 23. Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 24.1 Any organisation that is a member of the Society may nominate any person to act as its representative at any meeting of the Society.
- 24.2 The organisation must give written notice to the Society of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The representative may continue to represent the organisation until written notice to the contrary is received by the Society.
- 24.3 Any notice given to the Society will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the representative has been properly appointed by the organisation.

### **Directors**

- 25.1 A director must be a natural person aged 16 years or older.
- 25.2 No one may be appointed a director if he or she would be disqualified from acting under the provisions of article 36.

26. The maximum and minimum number of directors shall be determined by the Society in general meeting but until so determined the minimum number shall be five and the maximum number shall be fifteen
27. The first directors shall be those persons notified to Companies House as the first directors of the Society.
28. A director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the directors.

### **Powers of directors**

- 29.1 The directors shall manage the business of the Society and may exercise all the powers of the Society unless they are subject to any restrictions imposed by the Companies Acts, the articles or any special resolution.
- 29.2 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the directors.
- 29.3 Any meeting of directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the directors.

### **Retirement of Directors**

- 30.1 At the first Annual General Meeting of the Society all the directors must retire from office unless by the close of the meeting the members have failed to elect sufficient directors to hold a quorate meeting of the directors. At every Annual General Meeting thereafter one third of the directors for the time being (or if their number is not three or a multiple of three) then the number nearest one third shall retire from office.
- 30.2 The directors to retire by rotation in any year shall be those who have been longest in office since their last appointment but as between persons who became directors on the same day those who retire (unless they otherwise agree among themselves) shall be determined by lot.
- 30.3 If a director is required to retire at an annual general meeting by a provision of the articles the retirement shall take effect upon the conclusion of the meeting.
- 30.4 A retiring director shall be eligible for re-election.
- 30.5 The Society at the meeting at which a director retires in manner aforesaid may fill the vacated office by electing a person thereto and in default the director shall, if offering himself for re-election, be deemed to have been re-elected unless at such meeting it is expressly resolved not to fill such vacated office or unless a resolution for the re-election of such director shall have been put to the meeting and lost.

## **Appointment of directors**

31. The Society may by ordinary resolution appoint a person who is willing to act to be a director
32. No person other than a director retiring by rotation may be appointed a director at any general meeting unless:
  - 32.1 he or she is recommended for re-election by the directors; or
  - 32.2 not less than fourteen nor more than thirty-five clear days before the date of the meeting, the Society is given a notice that:
    - 32.2.1 is signed by a member entitled to vote at the meeting;
    - 32.2.2 states the member's intention to propose the appointment of a person as a director;
    - 32.2.3 contains the details that, if the person were to be appointed, the Society would have to file at Companies House; and
    - 32.2.4 is signed by the person who is to be proposed to show his or her willingness to be appointed.
33. All members who are entitled to receive notice of a general meeting must be given not less than seven nor more than twenty-eight clear days' notice of any resolution to be put to the meeting to appoint a director other than a director who is to retire by rotation.
  - 34.1 The directors may appoint a person who is willing to act to be a director.
  - 34.2 A director appointed by a resolution of the other directors must retire at the next annual general meeting unless appointed at the next annual general meeting in accordance with article 31 above and must not be taken into account in determining the directors who are to retire by rotation.
35. The appointment of a director, whether by the Society in general meeting or by the other directors, must not cause the number of directors to exceed any number fixed as the maximum number of directors.

## **Disqualification and removal of directors**

36. A director shall cease to hold office if he or she:
  - 36.1 ceases to be a director by virtue of any provision in the Companies Act or is prohibited by law from being a director;

- 36.2 is disqualified from acting as a trustee by virtue of sections 178 and 179 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);
- 36.3 ceases to be a member of the Society;
- 36.4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
- 36.5 resigns as a director by notice to the Society (but only if at least two directors will remain in office when the notice of resignation is to take effect);
- 36.6 is absent without the permission of the directors from all their meetings held within a period of six consecutive months and the directors resolved that his or her office be vacated; or
- 36.7 is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest in the manner required under the Companies Acts.

#### **Remuneration of directors**

- 37. The directors must not be paid any remuneration unless it is authorised by article 7

#### **Proceedings of directors**

- 38.1 The directors may regulate their proceedings as they think fit, subject to the provisions of the articles.
- 38.2 Any three directors may call a meeting of the directors.
- 38.3 The secretary (if any) must call a meeting of the directors if requested to do so by 5 directors.
- 38.4 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes the chairman shall have a second or casting vote
- 38.5 A meeting may be held by suitable electronic means agreed by the directors in which each participant may communicate with all the other participants.
- 39.1 No decision may be made by a meeting of the directors unless a quorum is present at the time the decision is purported to be made. "Present" includes being present by suitable electronic means agreed by the directors in which a participant or participants may communicate with all the other participants.
- 39.2 The quorum shall be five or such larger number as may be decided from time to time by the directors.

- 39.3 A director shall not be counted in the quorum present when any decision is made about a matter upon which that director is not entitled to vote.
40. If the number of directors is less than the number fixed as the quorum, the continuing directors or director may act only for the purpose of filling vacancies or of calling a general meeting.
- 41.1 The directors shall appoint a director to chair their meetings and may at any time revoke such appointment.
- 41.2 If no-one has been appointed to chair meetings of the directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the directors present may appoint one of their number to chair that meeting.
- 41.3 The person appointed to chair meetings of the directors shall have no functions or powers except those conferred by the articles or delegated to him or her by the directors.
- 42.1 A resolution in writing or in electronic form agreed by all the directors entitled to receive notice of a meeting of directors or of a committee of directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the directors or (as the case may be) a committee of directors duly convened and held provided that a copy of the resolution is sent or submitted to all the directors eligible to vote.
- 42.2 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more directors has signified their agreement.

### **Delegation**

- 43.1 The directors may delegate any of their powers or functions to a committee of two or more directors but the terms of any delegation must be recorded in the minute book.
- 43.2 The directors may impose conditions when delegating, including the conditions that:
- 43.2.1 the relevant powers are to be exercised exclusively by the committee to whom they delegate;
- 43.2.2 no expenditure may be incurred on behalf of the Society except in accordance with a budget previously agreed with the directors.
- 43.3 The directors may revoke or alter a delegation.

- 43.4 All acts and proceedings of any committees must be fully and promptly reported to the directors.

### **Declarations of directors' interests**

44. A director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A director must absent himself or herself from any discussions of the directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

### **Conflicts of interest**

- 45.1 If a conflict of interests arises for a director because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted directors may authorise such a conflict of interests where the following conditions apply:
- 45.1.1 the conflicted director is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - 45.1.2 the conflicted director does not vote on any such matters and is not to be counted when considering whether a quorum of directors is present at the meeting; and
  - 45.1.3 the unconflicted directors consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.
- 45.2 In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a director or to a connected person.

### **Validity of directors' decisions**

- 46.1 Subject to article 46(2), all acts done by a meeting of directors or of a committee of directors, shall be valid notwithstanding the participation in any vote of a director:
- 46.1.1 who was disqualified from holding office;
  - 46.1.2 who had previously retired or who had been obliged by the constitution to vacate office;
  - 46.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- 46.1.4 the vote of that director; and

46.1.5 that director being counted in the quorum;

the decision has been made by a majority of the directors at a quorate meeting.

46.2 Article 46(1) does not permit a director or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the directors or of a committee of directors if, but for article 46(1), the resolution would have been void, or if the director has not complied with article 44.

### **President**

47.1 At any annual general meeting of the Society the members may elect one of their number to the honorary position of President.

47.2 Any person so elected shall hold the position for one year and shall be eligible for re-election any number of times.

47.3 The President shall not serve as a director.

### **Minutes**

48. The directors must keep minutes of all:

48.1 appointments of officers made by the directors;

48.2 proceedings at meetings of the Society;

48.3 meetings of the directors and committees of directors including:

48.3.1 the names of the directors present at the meeting;

48.3.2 the decisions made at the meetings; and

48.3.3 where appropriate the reasons for the decisions.

### **Accounts and Auditors**

49.1 The directors must prepare for each financial year accounts as required by the Companies Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

49.2 The directors must keep accounting records as required by the Companies Act.

49.3 The Board shall from time to time determine to what extent and at what times and places and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any rights to inspect any account or book or

document of the Society except as conferred by statute or authorised by the Board or by the Society in general meeting.

- 49.4 The Board shall from time to time in accordance with the provisions of the Act, cause to be prepared and to be laid before the Society in general meeting such profit and loss accounts, balance sheets, group accounts (if any) and reports as are referred to in those provisions. These accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable statements of Recommended Practice.
- 49.5 A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Society in a general meeting, together with a copy of the report of the Independent Examiner or if required an auditor's report and the Board's report shall not less than twenty one days before the date of the meeting be sent to every member of the Society and every person entitled to receive notice of general meetings of the Society.
- 49.6 Auditors or an Independent Examiner shall be appointed and their duties regulated in accordance with the provisions of the Companies Acts.

#### **Annual Report and Return and Register of Charities**

- 50.1 The directors must comply with the requirements of the Charities Act 2011 with regard to the:
- 50.1.1 transmission of the statements of account to the Society;
  - 50.1.2 preparation of an Annual Report and its transmission to the Commission;
  - 50.1.3 preparation of an Annual Return and its transmission to the Commission
- 50.2 The directors must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

#### **Means of communication to be used**

- 51.1 Subject to the articles, anything sent or supplied by or to the Society under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society.
- 51.2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being.
- 52.1 Any notice to be given to or by any person pursuant to the articles:

- 52.1.1 must be in writing; or
- 52.1.2 must be given in electronic form.
- 52.2 The Society may give any notice to a member either:
  - 52.2.1 personally; or
  - 52.2.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or
  - 52.2.3 by leaving it at the address of the member; or
  - 52.2.4 by giving it in electronic form to the member's address.
- 52.3 A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.
- 53. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 54.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 54.2 Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 54.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
  - 54.3.1 48 hours after the envelope containing it was posted; or
  - 54.3.2 in the case of an electronic form of communication, 48 hours after it was sent.

### **Indemnity**

- 55. The Society shall indemnify any director against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.

## **Rules**

- 56.1 The directors may from time to time make such reasonable and proper rules or regulations as they may deem necessary or expedient for the proper conduct and management of the Society.
- 56.2 The rules or regulations may regulate the following matters but are not restricted to them:
- 56.2.1 the admission of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - 56.2.2 the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;
  - 56.2.3 the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;
  - 56.2.4 the procedure at general meetings and meetings of the directors insofar as such procedure is not regulated by the Companies Act or by the articles;
  - 56.2.5 generally, all such matters as are commonly the subject matter of company rules.
- 56.3 The Society in general meeting has the power to alter, add to or repeal the rules or regulations.
- 56.4 The directors must adopt such means as they think sufficient to bring the rules and Regulations to the notice of members of the Society.

The rules or regulations shall be binding on all members of the Society. No rule or regulations shall be inconsistent with, or shall affect or repeal anything contained in, the articles.

## **Disputes**

- 57 If a dispute arises between members of the Society about the validity of propriety of anything done by the members of the Society under these articles and the dispute cannot be resolved by agreement the parties to the dispute must first try in good faith to settle the dispute by mediation before resorting to litigation.

## **Dissolution**

58.1 The members of the Society may at any time before, and in expectation of, its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Society be applied or transferred in any of the following ways:

58.1.1 directly for the Objects; or

58.1.2 by transfer to any charity or charities for purposes similar to the Objects; or

58.1.3 to any charity or charities for use for particular purposes that fall within the Objects.

58.2 Subject to any such resolution of the members of the Society, the directors of the Society may at any time before and in expectation of its dissolution resolve that any net assets of the Society after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the Society be applied or transferred:

58.2.1 directly for the Objects; or

58.2.2 by transfer to any charity or charities for purposes similar to the Objects; or

58.2.3 to any charity or charities for use for particular purposes that fall within the Objects.

58.3 In no circumstances shall the net assets of the Society be paid to or distributed among the members of the Society (except to a member that is itself a charity) and if no resolution in accordance with article 58(1) is passed by the members or in accordance with article 58(2) by the directors the net assets of the Society shall be applied for charitable purposes as directed by the Court or the Commission.