

Company number 3885649

The Companies Act to 2006

Company Limited by Guarantee

ARTICLES OF ASSOCIATION

OF

WILTSHIRE ARCHAEOLOGICAL AND NATURAL HISTORY SOCIETY

(Adopted by special resolution passed on 17 October 2015)

Objects

1. The objects for which the Society is registered (“the Objects”) are to educate the public by promoting, fostering interest in, exploration, research and publication on the archaeology, art, history and natural history of Wiltshire for the public benefit.

Definitions and Interpretation

2. In these Articles:

'the Articles' means these Articles of Association of the Society;

'the Charities Act' means the Charities Acts 1992 to 2011;

'the Commission' means the Charity Commission for England and Wales or any body which replaces it;

'the Companies Act' means the Companies Act 2006;

'clear days' in relation to the period of a notice means the 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;

'Conflicted Trustee' means a Trustee in respect of whom a conflict of interest arises or may reasonably arise because the Conflicted Trustee or a Connected Person is receiving or stands to receive a benefit (other than payment of a premium for indemnity insurance) from the Society, or has some separate interest or duty in a matter to be decided, or in relation to information which is confidential to the Society;

'Connected Person' means, in relation to a Trustee, a person with whom the Trustee shares a common interest such that he/she may reasonably be regarded as benefiting directly or indirectly from any material benefit received by that person, being either a member of the Trustee's family or household or a person or body who is a business associate of the Trustee, and (for the avoidance of doubt) does not include a company with which the Trustee's only connection is an interest consisting of no more than 1% of the voting rights;

'electronic means' refers to communications addressed to specified individuals by telephone, fax or email or, in relation to meetings, by telephone conference call or video conference;

'executed' includes any mode of execution;

'indemnity insurance' means insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the act or omission amounts to a criminal offence or the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty;

'institutional organisation' means Wiltshire Council, Devizes Town Council, the Salisbury and South Wiltshire Museum Trust and any additional organisation as may subsequently be approved by ordinary resolution;

'material benefit' means a benefit, direct or indirect, which may not be financial but has a monetary value;

'member organisation' means the institutional organisations and any other organisation which is a member of the Society;

'nominee company' means a corporate body registered or having an established place of business in England and Wales which holds title to property for another;

'office' means the registered office of the Society;

'the Objects' means the Objects of the Society as defined in Article 1;

"ordinary resolution" means a resolution passed by a simple majority of members voting in person or by proxy at a general meeting; "office" means the registered office of the Society;

'resolution in writing' means a written resolution of the Trustees;

'secretary' means the secretary of the Society or any other person appointed to perform the duties of the secretary of the Society, including a joint, assistant or deputy secretary;

'the Seal' means the common seal of the Society if it has one;

'the Society' means the company intended to be regulated by these Articles;

'special resolution' means a resolution passed by a majority of not less than three-fourths of members voting in person or by proxy at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution as a special resolution has been duly given;

'the Trustees' means the directors of the Society who are the society trustees of the Society (and 'Trustee' has a corresponding meaning);

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

'written' or 'in writing' refers to a legible document on paper or a document sent by electronic means which is capable of being printed out on paper;

Words importing the masculine gender only shall include the feminine gender.

Subject as aforesaid, words or expressions contained in these Articles shall, unless the context requires otherwise, bear the same meaning as in the Companies Act.

References to an Act of Parliament are to that Act as amended or re-enacted from time to time and to any subordinate legislation made under it.

Powers

In furtherance of these Objects but not further or otherwise the Society shall have the following powers:-

- 3.1 To purchase, lease, hire or otherwise acquire and to sell, let, mortgage, dispose of, turn to account and (subject to such consents as may be required by law from time to time) manage and otherwise deal with real and personal property including places for exhibit of collections, where art may be performed and education may be practised and advanced;

- 3.2 To acquire, conserve, preserve, restore and repair exhibits, objects and collections and promote the recording of matters pertaining to the Objects and conduct a museum, library and other facilities to present, promote, organise, provide, manage and produce exhibitions, conferences, lectures, tours, seminars and literary, musical, dramatic and artistic entertainments and performances which are conducive to the advancement of education and to formulate prepare and establish schemes therefor;
- 3.3 To raise funds and to invite and receive contributions from any person or persons whatsoever by way of subscription, donation and otherwise provided that the Society shall not undertake any permanent trading activity in raising funds for the Objects the profits of which are liable to tax and to take and accept any gifts of property of any description whether subject to any special trusts or not for the purposes of the Society;
- 3.4 To promote, encourage or undertake research and disseminate the useful results of such research;
- 3.5 To procure to be written and print, publish, issue, circulate or otherwise disseminate and communicate, gratuitously or otherwise, literary, visual and aural educational material including reports and periodicals, books, pamphlets and other literature;
- 3.6 To enter into agreements and engagements with curators, craftsmen, lecturers, teachers, writers, artists and other practitioners of the arts and learned subjects and retain advisors and to remunerate such persons and advisors by salaries or fees and as employers to make reasonable provision for the payment of superannuation and pensions to or on behalf of employees and their dependants;
- 3.7 To purchase, acquire and obtain interests in the copyright of or the right to display, perform or publish any material which can be used or adapted for the objects of the Society;
- 3.8 To act as Trustees and undertake and execute any charitable trusts;
- 3.9 To co-operate with governmental and local authorities and with other charitable organisations having similar objects and to establish, promote, support or assist such charitable organisations (including by assisting in the raising of funds for such other charitable organisations) and to purchase, acquire or undertake all or any of the property, liabilities and engagements of such charitable organisations and institutions;
- 3.10 Subject to such consents as may be required by law from time to time and subject as hereinafter provided to borrow or raise money and to execute and issue security as the Society shall think fit including mortgages, charges or securities over the whole or any part of its assets, present or future;
- 3.11 To lend money and extend credit and to take security for such loans or credit and to guarantee or give security for the performance of contracts by any person firm or company as may be necessary for the furtherance of the Objects;
- 3.12 To draw, accept, endorse, issue or execute promissory notes, bills of exchange, bills of lading, warrants, and other negotiable, transferable, or mercantile instruments, for the purpose of or in connection with the objects of the Society;

- 3.13 To set aside funds for special purposes or as reserves against future expenditure;
- 3.14 To deposit or invest funds in any manner (but to invest only after obtaining advice from a financial expert and having regard to the suitability of investments and the need for diversification) provided that the Society shall have power to retain any investments donated to it;
- 3.15 To delegate the management of investments to a financial expert, but only on terms that:
- 3.15.2 the investment policy is set down in writing for the financial expert by the Trustees;
 - 3.15.3 every transaction is reported promptly to the Trustees;
 - 3.15.4 the performance of the investments is reviewed regularly with the Trustees;
 - 3.15.5 the Trustees are entitled to cancel the delegation arrangement at any time;
 - 3.15.6 the investment policy and the delegation arrangement are reviewed at least once a year;
 - 3.15.7 all payments due to the financial expert are on a scale or at a level which is agreed in advance and are notified promptly to the Trustees on receipt;
 - 3.15.8 the financial expert must not do anything outside the powers of the Trustees.
- 3.16 To arrange for investments or other property of the Society to be held in the name of a nominee (being a corporate body registered or having an established place of business in England and Wales) under the control of the Trustees or of a financial expert acting under their instructions and to pay any reasonable fee required
- 3.17 To insure the property of the Society against any foreseeable risk and take out other insurance policies to protect the Society when required.
- 3.18 3.18.1 To provide indemnity insurance to cover the liability of the Trustees
- (a) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society;
 - (b) to make contributions to the assets of the Society in accordance with the provisions of Section 214 of the Insolvency Act 1986;
- 3.18.2 Any such insurance in the case of (1)(a) shall not extend to:
- (a) any liability resulting from conduct which the Trustees knew, or must be assumed to have known, was not in the best interests of the Society, or which the Trustees did not care whether it was in the best interests of the Society or not;
 - (b) any liability to pay the costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud or dishonesty or wilful reckless misconduct of the Trustees;

(c) any liability to pay a fine.

3.18.3 Any insurance in the case of (1)(b) shall not extend to any liability to make such a contribution where the basis of the Trustee's liability is his knowledge prior to the insolvent liquidation of that Society (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Society would avoid going into insolvent liquidation.

3.19 To pay out of the funds of the Society the costs of, and incidental to, the formation and registration of the Society;

3.20 To do all such other lawful things as shall further the attainment of the Objects;

Members

4.1 The original subscribers and such other persons or organisations as are admitted to membership in accordance with the rules made under Article 70.1 shall be members of the Society. No person shall be admitted a member of the Society unless his application for membership is approved by the Trustees.

4.2 Unless the Trustees or the Society in general meeting shall make other provision under Article 70.1.1, the Trustees may in their absolute discretion permit any member of the Society to retire provided that after such retirement the number of members is not less than two.

4.3 The Trustees may by a two-thirds majority of those present and voting at a meeting terminate any membership with good cause in the best interests of the Society provided that the member concerned shall have the right to be heard (accompanied by a friend who need not be a member of the Society) or to submit his case in writing to the Trustees for consideration at that meeting and for this purpose such member shall be entitled to be advised of the proposal to consider termination of his membership and to receive not less than fourteen days' notice of the meeting.

General Meetings

5. The Society shall hold an annual general meeting each year, at which the Trustees shall report on their activities and present annual financial accounts, in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Society and that of the next: Provided that so long as the Society holds its first annual general meeting within eighteen months of its incorporation, it need not hold it in the year of its incorporation or in the following year. The annual general meeting shall be held at such times and places as the Trustees shall appoint. All general meetings other than annual general meetings shall be called extraordinary general meetings.

6. The Trustees may call general meetings and, on the requisition of members pursuant to the provisions of the Companies Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than eight weeks after receipt of the requisition. If there are not within the United Kingdom sufficient Trustees to call a general meeting, any Trustee or any member of the Society may call a general meeting.

Notice of General Meetings

- 7.1 An annual general meeting and an extraordinary general meeting called for the passing of a special resolution shall be called by at least twenty-one clear days' notice. All other extraordinary general meetings shall be called by at least fourteen clear days' notice but a general meeting may be called by shorter notice if it is so agreed:
- 7.1.1 in the case of an annual general meeting, by all the members entitled to attend and vote; and
 - 7.1.2 in the case of any other meeting by a majority in number of members having a right to attend and vote, being a majority together holding not less than 95 per cent of the total voting rights at the meeting of all the members.
- 7.2 The notice shall specify the time and place of the meeting and the general nature of the business to be transacted and, in the case of an annual general meeting, shall specify the meeting as such.
- 7.3 The notice shall be given to all the members and the Trustees and auditors.
8. The accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any person entitled to receive notice shall not invalidate the proceedings at that meeting.

Proceedings at General Meetings

9. No business shall be transacted at any meeting unless a quorum is present. Twenty persons entitled to vote upon the business to be transacted, each being a member or a duly authorised representative of a member organisation, or one tenth of the total number of such persons for the time being, whichever is the lesser, shall constitute a quorum.
10. If a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the Trustees may determine.
11. The Chairman, if any, of the Trustees or in his absence some other Trustee nominated by the Trustees shall preside as Chairman of the meeting, but if neither the Chairman nor such other Trustee (if any) be present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Trustees present shall elect one of their number to be Chairman and, if there is only one Trustee present and willing to act, he shall be Chairman.
12. If no Trustee is willing to act as Chairman, or if no Trustee is present within fifteen minutes after the time appointed for holding the meeting, the members present and entitled to vote shall choose one of their number to be Chairman.
13. A Trustee shall, notwithstanding that he is not a member, be entitled to attend and speak at any general meeting.

14. The Chairman may, with the consent of a meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than business which might properly have been transacted at the meeting had adjournment not taken place. When a meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

15. A resolution put to the vote of a meeting shall be decided on a show of hands unless before, or on the declaration of the result of the show of hands a poll is duly demanded. Subject to the provisions of the Companies Act, a poll may be demanded:

- (1) by the Chairman; or
- (2) by a majority of members present having the right to vote at the meeting; or
- (3) by a member or members representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

16. Unless a poll is duly demanded a declaration by the Chairman that a resolution has been carried or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the minutes of the meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

17. The demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the Chairman. The withdrawal of a demand for a poll shall not invalidate the result of a show of hands declared before the demand for the poll was made.

18. A poll shall be taken as the Chairman directs and he may appoint scrutineers (who need not be members) and fix a time and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.

19. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.

20. A poll demanded on the election of a Chairman or on a question of adjournment shall be taken immediately. A poll demanded on any other question shall be taken either immediately or at such time and place as the Chairman directs not being more than thirty days after the poll is demanded. The demand for a poll shall not prevent continuance of a meeting for the transaction of any business other than the question on which the poll is demanded. If a poll is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.

21. No notice need be given of a poll not taken immediately if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In other cases at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.

Votes of Members

22. Subject to Article 19, every member, including a joint member, shall have one vote, except that in the case of family membership two family members shall have a vote.

23. No member shall be entitled to vote at any general meeting unless all moneys then payable by him to the Society have been paid.

24. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the Chairman whose decision shall be final and conclusive.

25. A vote given or poll demanded by the duly authorised representative of a member organisation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Society at the office before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll.

26. Any member organisation may by resolution of its Council or other governing body authorise such person as it thinks fit to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as the organisation could exercise if it were an individual member of the Society.

Proxies

27. On a poll votes may be given either in person or by proxy

28. The instrument appointing a proxy shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing, or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a member of the Society.

29. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the office or at such other place within the United Kingdom as is specified for that purpose in the notice convening the meeting not less than forty eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

30. An instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or which the Trustees may approve:-

"I/We _____ of _____, being a member / members of the above-named Society, hereby appoint _____ of _____ or failing him _____ of _____ as my/our proxy to vote for me/us on my/our behalf at the _____ (annual or extraordinary as the case may be) general meeting of the Society to be held on _____ 20 _____, and at any adjournment thereof
Signed this _____ day of _____ 20 _____."

31. Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or which the Trustees may approve:-

“I/We _____ of,
being a member/members of the above-named Society, hereby appoint of _____
, or failing him,
of _____, as my/our proxy to vote for me/us and on my/our behalf at the (annual
or extraordinary as the case may be) general meeting of the Society to be held on
20 _____, and at any adjournment there
This form is to be used in respect of the resolutions mentioned below as follows:
Resolution No 1 *for *against
Resolution No 2 *for *against
*Strike out whichever is not desired.
Unless otherwise instructed, the proxy may vote as he thinks fit or abstain from voting.
Signed this _____ day of _____ 20 _____.”

32. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

Trustees

33. The number of Trustees shall not be less than three nor (unless otherwise determined by ordinary resolution) more than 20. There shall be up to 12 Elected Trustees and up to 5 Nominated Trustees. Other Trustees may be co-opted pursuant to Article 44.

34. Elected Trustees shall be appointed as provided in the Articles. Nominated Trustees shall be appointed as follows:-

Up to 2	Wiltshire Council
Up to 1	Devizes Town Council
Up to 1	The Salisbury and South Wiltshire Museum Trust

Nominated trustees shall hold office until notice of termination of their appointment is lodged at the office by the relevant institutional organisation.

Powers of Trustees

35. Subject to the provisions of the Companies Act and the Articles and to any directions given by special resolution, the business of the Society shall be managed by the Trustees who may exercise all the powers of the Society. No alteration of the Articles and no such direction shall invalidate any prior act of the Trustees which would have been valid if that alteration had not been made or that direction had not been given. The powers given by this Article shall not be limited by any special power given to the Trustees by the Articles and a meeting of Trustees at which a quorum is present may exercise all the powers exercisable by the Trustees.

Appointment and Retirement of Trustees

36. Subject to Article 41, at the conclusion of every annual general meeting the Elected Trustees who were appointed at the annual general meeting three years previously shall retire from office.

37. Subject to Article 41, a Trustee who retires as required by these Articles shall be eligible for reappointment.

38. Subject to Article 41, if the Society at the meeting at which a Trustee retires, does not fill the vacancy the retiring Trustee shall, if willing to act, be deemed to have been reappointed unless at the meeting it is resolved not to fill the vacancy or unless a resolution for the reappointment of the Trustee is put to the meeting and lost.

39. No person other than a Trustee retiring at any annual general meeting as required by these Articles shall be appointed or reappointed a Trustee at any general meeting unless:

39.1. either he is recommended by the Trustees; or

39.2. not less than thirty-five clear days before the date appointed for the meeting, notice executed by two members qualified to vote at the meeting has been given to the Society of the intention to propose that person for appointment or reappointment stating the particulars which would, if he were so appointed or reappointed, be required to be included in the Society's register of Trustees together with a notice executed by that person of his willingness to be appointed or reappointed.

40. No person may be appointed as a Trustee:

40.1. unless he has attained the age of 18 years; or

40.2. in circumstances such that, had he already been a Trustee, he would have been disqualified from acting under the provisions of Article 45.

41. An Elected Trustee shall not be eligible for reappointment as a Trustee (either at any annual general meeting or any other meeting) if immediately prior thereto he has held office for six consecutive years from the date he was appointed (but counted by reference to consecutive general annual meetings) **PROVIDED THAT:**

41.1 such person shall be eligible for reappointment as an Elected Trustee after a further period of one year shall have elapsed; and

41.2 an Elected Trustee who, immediately prior to an annual general meeting was the Chairman, Deputy Chairman or Treasurer and is or continues to be elected to perform the role of any of Chairman, Deputy Chairman or Treasurer, shall not be required to retire from office as an Elected Trustee (either at such annual general meeting or otherwise) for so long as he holds any such office (but always subject to the six year restriction in Article 56.1); and

41.3 in the event that the Chairman, Deputy Chairman or Treasurer is a person who has already held office as Elected Trustee for six consecutive years or more from the date he was appointed Elected Trustee and ceases to be elected to any such role, such person shall also, with effect from the date on which he ceases to be any of Chairman, Deputy Chairman or Treasurer, cease to be an Elected Trustee, but shall be again eligible for reappointment as an Elected Trustee after a further period of one year shall have elapsed.

42. Not less than twenty one clear days before the date appointed for holding a general meeting notice shall be given to all persons who are entitled to receive notice of the meeting of any person who is recommended by the Trustees for appointment or reappointment as a Trustee at the meeting or in respect of whom notice has been duly given to the Society of the intention to propose him at the meeting for appointment or reappointment as a Trustee. The notice shall give the particulars of that person which would, if he were so appointed or reappointed, be required to be included in the Society's register of Trustees.

43. Subject as aforesaid, the Society may by ordinary resolution appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee and may also determine the time at which any additional Trustee is to retire, provided that any Trustee so appointed shall in any case retire at the conclusion of the third annual general meeting after the date of his appointment.

44. The Trustees may appoint a person who is willing to act to be a Trustee either to fill a vacancy or as an additional Trustee provided that the appointment does not cause the number of Trustees to exceed any number fixed by or in accordance with the Articles as the maximum number of Trustees. A Trustee so appointed shall hold office only until the next following annual general meeting and shall then retire at such annual general meeting. If not reappointed at such annual general meeting, he shall vacate office at the conclusion thereof.

Disqualification and Removal of Trustees

45. A Trustee shall cease to hold office if he:

45.1. ceases to be a Trustee by virtue of any provision in the Companies Act or is disqualified from acting as a Trustee by virtue of Section 178 of the Charities Act 2011 (or any statutory re-enactment or modification of that provision);

45.2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;

45.3. resigns his office by notice to the Society (but only if at least two Trustees will remain in office when the notice of resignation is to take effect); or

45.4. is absent without the permission of the Trustees from all their meetings held within a period of six months and the Trustees resolve that his office be vacated.

45.5. having been nominated by an institutional organisation ceases to hold the nomination of that institutional organisation.

Trustees' Appointments

46. Subject to the provisions of the Companies Act, the Trustees may appoint one or more of their number to unremunerated executive office under the Society. Any such appointment may be made upon such terms as the Trustees determine. Any appointment of a Trustee to an executive office shall terminate if he ceases to be a Trustee.

47. No Trustee shall take or hold any interest in property belonging to the Society or receive remuneration or be interested otherwise than as a Trustee in any other contract to which the Society is a party, except as provided for in clause 58.

Proceedings of Trustees

48. Subject to the provisions of the Articles, the Trustees may regulate their proceedings as they think fit. One third in number of the Trustees at any time may, and the secretary at the request of one third in number of the Trustees at any time shall, call a meeting of the Trustees. 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. A meeting of the Trustees may be held by telephone or other suitable electronic means agreed by the Trustees from time to time provided each participant may communicate with all the other participants during such meeting.

49. The quorum for the transaction of the business of the Trustees may be fixed by the Trustees but shall not be less than one third of their number or three Trustees, whichever is the greater provided that Elected Trustees shall at all times comprise a majority of the quorum.

50. The Trustees may act notwithstanding any vacancies in their number, but, if the number of Trustees is less than the number fixed as the quorum, the continuing Trustees or Trustee may act only for the purpose of filling vacancies or of calling a general meeting.

51. The Chairman shall unless he is unwilling to do so, preside at every meeting of Trustees at which he is present. But if there is no Trustee holding that office, or if the Trustee holding it is unwilling to preside or is not present within five minutes after the time appointed for the meeting, the Deputy Chairman shall preside, failing whom the Trustees present may appoint one of their number to be Chairman of the meeting.

52. The Trustees may appoint one or more committees or working groups consisting of such of the Trustees and such others as they shall determine for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Trustees would be more conveniently undertaken or carried out by a committee or working group: provided that all acts and proceedings of any such committee or working group shall be fully and promptly reported to the Trustees.

53. All acts done by a meeting of Trustees, or of a committee or working group appointed by the Trustees shall notwithstanding that it be afterwards discovered that there was a defect in the appointment of any Trustee or member of such committee or working group or that any of them were disqualified from holding office, or had vacated office, or were not entitled to vote, be as valid as if every such person had been duly appointed and was qualified and had continued to be a Trustee or member of such committee or working group, as the case may be, and had been entitled to vote.

54. A resolution in writing, or in electronic form agreed by all Trustees entitled to receive notice of a meeting of Trustees or of a committee, or a working group appointed by the Trustees shall be as valid and effective as if it had been passed at a meeting of Trustees or (as the case may be) such committee or working group duly convened and held. Such a resolution may consist of several documents in the same form, each agreed to by one or more of the Trustees or members of the committee or working group, as the case may be.

55. Any bank account in which any part of the assets of the Society is deposited shall be operated by the Trustees and shall indicate the name of the Society. All cheques and orders for the payment of money for amounts determined by the Trustees from time to time from such account shall be signed by at least two signatories which shall include at least one Trustee.

Chairman, Deputy Chairman and Treasurer

56.1 The Trustees shall elect a Chairman, Deputy Chairman and Treasurer from amongst their number annually. No Trustee shall be elected as Chairman, Deputy Chairman or Treasurer, as the case may be, for more than six years consecutively.

56.2 The following provisions shall apply in relation to the office of Chairman, Deputy Chairman and Treasurer:

- (1) The Trustees may remove the Chairman, Deputy Chairman and Treasurer from office
- (2) The Chairman, Deputy Chairman and Treasurer shall be Trustees.

Secretary

57. Subject to the provisions of the Companies Act and Article 58, the secretary shall be appointed by the Trustees for such term, at such remuneration and upon such conditions as they may think fit and any secretary so appointed may be removed by them.

Benefits and Conflicts

58. The following shall apply:

58.1. The property and funds of the Society must be used only for promoting the Objects and do not belong to the members but:

- (1) members who are not Trustees or Connected Persons may be employed by or enter into contracts with the Society and receive reasonable payment for goods or services supplied; and,

Subject to compliance with Article 58.4:

- (2) members, Trustees and Connected Persons may be paid interest at a reasonable rate on money lent to the Society; and
- (3) members, Trustees and Connected Persons may be paid a reasonable rent or hiring fee for property let or hired to the Society.

58.2. A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except:

- (1) as mentioned in Articles 58.1 or 58.3;
- (2) reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in running the Society;
- (3) the benefit of indemnity insurance as permitted by the Charities Act;

- (4) an indemnity in respect of any liabilities properly incurred in running the Society (including the costs of a successful defence to criminal proceedings and including the indemnity referred to in Article 69.1);
- 58.3. No Trustee or Connected Person may be employed by the Society but any Trustee or Connected Person may enter into a written contract with the Society to supply goods and/or services in return for a payment or other material benefit but only if:
 - (1) the goods or services are actually required by the Society, and the Trustees decide that it is in the best interests of the Society to enter into such a contract;
 - (2) the nature and level of the remuneration is no more than is reasonable in relation to the value of the goods or services and is set in accordance with the procedure in Article 58.4; and
 - (3) no more than half of the Trustees are subject to such a contract in any financial year.
- 58.4. Subject to Clause 58.2, any Trustee who becomes a Conflicted Trustee in relation to any matter must:
 - (1) declare the nature and extent of his or her interest before discussion begins on the matter;
 - (2) withdraw from the meeting for that item after providing any information requested by the Trustees;
 - (3) not be counted in the quorum for that part of the meeting; and
 - (4) be absent during the vote and have no vote on the matter.
- 58.5. When any Trustee is a Conflicted Trustee, the Trustees who are not Conflicted Trustees, if they form a quorum without counting the Conflicted Trustee and are satisfied that it is in the best interests of the Society to do so, may by resolution passed in the absence of the Conflicted Trustee authorise the Conflicted Trustee, notwithstanding any conflict of interest or duty which has arisen or may arise for the Conflicted Trustee, to:
 - (1) continue to participate in discussions leading to the making of a decision and/or to vote, or
 - (2) disclose to a third party information confidential to the Society, or
 - (3) take any other action not otherwise authorised which does not involve the receipt by the Conflicted Trustee or a Connected Person of any payment or material benefit from the Society or
 - (4) refrain from taking any step required to remove the conflict.
- 58.6. This provision may be amended by special resolution but, where the result would be to permit any material benefit to a Trustee or Connected Person, only with the prior written consent of the Commission.

Minutes

59. The Trustees shall keep minutes in books kept for the purpose:

- 59.1. of all appointments of officers made by the Trustees; and
- 59.2. of all proceedings at meetings of the Society and of the Trustees and of committees and working groups appointed by the Trustees including the names of those present at each such meeting.

The Seal

60. The seal shall only be used by the authority of the Trustees or of a committee of Trustees authorised by the Trustees. The Trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a Trustee and by the secretary or by a second Trustee.

Accounts

61. Accounts shall be prepared in accordance with the provisions of the Companies Act.

Annual Report

62. The Trustees shall comply with their obligations under the Charities Act with regard to the preparation of an annual report and its transmission to the Commission.

Annual Return

63. The Trustees shall comply with their obligations under the Charities Act with regard to the preparation of an annual return and its transmission to the Commission.

Notices

64. Any notice to be given to or by any person pursuant to the Articles shall be in writing (or shall be given using electronic communications) except that a notice calling a meeting of the Trustees need not be in writing.

65. The Society may give any notice to a member either personally or by sending it by post in a prepaid envelope addressed to the member at his registered address or by leaving it at that address or by transmission to an electronic mail address or facsimile number notified to the Society for that purpose.

66. A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and, where necessary, of the purposes for which it was called.

67. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given. Notice of a meeting shall be deemed to have been given:

Method of delivery	date of deemed receipt
delivery	Personal date of delivery
Post	Forty-eight hours after the envelope containing the notice was posted

Hand delivery to member's notified

Address

Date of delivery

Facsimile transmission

Date of successful transmission

Electronic mail message

Date of transmission
(when requested)

68. The accidental omission to give notice of a meeting to or the non-receipt of a notice of a meeting by a person entitled to receive a notice shall not invalidate the proceedings of that meeting.

Indemnity

- 69.1 Subject to the provisions of the Companies Act every Trustee or other officer or auditor of the Society shall be indemnified out of the assets of the Society against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application on which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society.
- 69.2 The Trustees shall have power pursuant to Article 3.18 to effect indemnity insurance notwithstanding their interest in such policy.

Rules

- 70.1 The Trustees may from time to time make such rules or bye laws as they may deem necessary or expedient or convenient for the proper conduct and management of the Society and for the purposes of prescribing classes of and conditions of membership, and in particular but without prejudice to the generality of the foregoing, they may by such rules or bye laws regulate:
- 70.1.1 admission and classification of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the conditions of membership and the terms on which members may resign or have their membership terminated and the entrance fees, subscriptions and other fees or payment to be made by members;
 - 70.1.2 conduct of members of the Society in relation to one another, and to the Society's servants;
 - 70.1.3 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;
 - 70.1.4 procedure at general meetings and meetings of the Trustees and committees and working parties appointed by the Trustees in so far as such procedure is not regulated by the Articles;
 - 70.1.5 Generally, all such matters as are commonly the subject matter of company rules.

70.2 The Society in general meeting shall have the power to alter, add to or repeal the rules or bye laws and the Trustees shall adopt such means as they think sufficient to bring to the notice of members of the Society all such rules or bye laws, which shall be binding on all members of the Society, provided that no rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in the Articles.

Honorary President and Vice President

71. The members in general meeting shall be entitled at any time and from time to time on the recommendation of the Trustees to appoint not more than one person as the Honorary President of the Society and not more than five persons as Honorary Vice-Presidents of the Society and to specify the length of time for which any such appointment shall have effect. No rights or obligations shall be attached to the offices of Honorary President or Honorary Vice-President except the right to use the relevant title and in particular but without prejudice to the generality of the foregoing an Honorary President or Honorary Vice-President shall not be entitled to bind the Society in any way. Even if the Trustees have specified a time during which any appointment of Honorary President or Honorary Vice-President shall have effect, the Trustees may terminate any such appointment at any time whether with or without notice and shall not be obliged to give any reason for such termination.

Limited Liability

72. The liability of the members of the Society is limited.

Guarantee

73. Every member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up during the member's period of membership or within one year afterwards for payment of the debts and liabilities of the Company contracted before the member ceases to be a member and of the costs, charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves such amount as may be required not exceeding in the case of any member the sum of £10.00.

Distribution of Surplus

74. If upon winding up or dissolution of the Society there remains after satisfaction of its debts and liabilities any property whatsoever the same shall not be paid to or distributed among the members but shall be given or transferred to some other organisation having objects similar to those of the Society and which shall be established for charitable purposes only and which shall prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Society by Article 58 hereof, such organisation to be determined by the members of the Society at or before the time of dissolution and if so far as effect cannot be given to the aforesaid provision then to some other charitable object.

75. True accounts shall be kept of the sums of money received and expended by the Society and the matters in respect of which such receipts and expenditure take place and of the property, credits and liabilities of the Society and subject to any reasonable restrictions that may be imposed in accordance with regulations of the Society for the time being in force shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be audited and the correctness of the balance sheet ascertained by a qualified auditor, and reported to a general meeting.