

Company Number: 7110309

Charity Number: 1134456

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE

**ARTICLES OF ASSOCIATION
OF
BRITISH SOCIETY OF SOIL SCIENCE**

Accepted by Members of the Society at the Annual General Meeting on 7 September 2021.

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PART 1: INTERPRETATION

1 DEFINED TERMS

In the Articles, unless the context requires otherwise:

“Act”

or any numbered section of it, means the Companies Act 2006 or such section as amended, restated or re-enacted from time to time;

"Articles"

means the society's articles of association;

"chairman"

has the meaning given in Article 20;

"chairman of the meeting"

has the meaning given in Article 33;

“charitable”

means charitable in accordance with the laws of England and Wales provided that it will not include any purpose which is not charitable in accordance with any statutory provision regarding the meaning of the word “charitable” in force in any part of the United Kingdom. For the avoidance of doubt, the system of law governing the constitution of the society is the laws of England and Wales;

“charities legislation”

means the Charities Acts 1992, 1993 and 2006 and the Charities (Accounts and Reports) Regulations 2008 as amended, restated or re-enacted from time to time;

"document" or “notice”

includes, unless otherwise specified, any document or notice sent or supplied by electronic communication;

"electronic communication”

means any document or information sent or supplied in electronic form within the meaning of section 1168 of the Act;

"member"

has the meaning given in section 112 of the Act and having the right to attend and vote at general meetings of the society;

“model articles”

means the model articles of association for a private company limited by guarantee set out in Schedule 2 of the Companies (Model Articles) Regulations 2008 (SI2008/3229) and any amendment or replacement from time to time;

"ordinary resolution"

has the meaning given in section 282 of the Act and includes such a resolution passed by written resolution;

"proxy notice"

has the meaning given in Article 39;

“secretary”

means the society secretary (if any) and includes any joint, assistant or deputy secretary;

“society”

means the company;

“SORP”

means the Statement of Recommended Practice issued by the Charity Commission and any modification or replacement thereof from time to time;

"special resolution"

has the meaning given in section 283 of the Act and includes such a resolution passed by written resolution;

"statutes"

means the Act, the charities legislation and every other statute or statutory instrument, law or regulation for the time being in force and concerning companies in so far as they apply to the society;

“trustee”

means a director of the company;

"writing"

means the representation or reproduction of words, symbols or other information in a visible form by any method or combination of methods, whether sent or supplied in electronic form or otherwise.

- 1.1 Unless the context otherwise requires, other words or expressions contained in these Articles bear the same meaning as in the Act.
- 1.2 The model articles shall not apply to the society.

PART 2: OBJECTS AND POWERS

2 OBJECTS

The objects for which the society is established (the **“Objects”**) are to advance the education of the public in general (and particularly amongst scientists) on the subject of

soil science and to promote research and professional standards of practice for the public benefit in all aspects of that subject and to publish the useful results.

3 POWERS

In furtherance of the Objects but not further or otherwise, the society shall have the following powers:

- 3.1 to pay the premium in respect of any indemnity insurance to cover the liability of any trustee, other officer (other than the auditors) or member of the society: (a) which by virtue of any rule of law would otherwise attach to him or her in respect of any negligence, default, breach of trust or breach of duty of which he or she may be guilty or any act or omission in the actual or purported execution and/or discharge of his or her duties and/or in the exercise or purported exercise of his or her powers and/or otherwise in relation to his or her duties, powers or offices in relation to the society or any subsidiary of the society; and (b) to make contributions to the assets of the society or any subsidiary in accordance with the provisions of section 214 of the Insolvency Act 1986, and all costs, charges and expenses which may be incurred by him or her in successfully contesting any such liability or alleged liability. PROVIDED THAT any such insurance shall not extend to any claim arising from any act or omission which that person knew (or must reasonably be assumed to have known) to be a breach of trust or breach of duty or which was committed by that person in reckless disregard of whether it was a breach of trust or a breach of duty or not. PROVIDED ALSO THAT any such insurance shall not extend to a fine imposed in connection with, or the costs or liabilities incurred in respect of, an unsuccessful defence to a criminal prosecution brought against that person for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of that person in his or her capacity as a trustee or other officer or member of the society and/or a sum payable to a regulatory authority by way of penalty imposed on a trustee, other officer or member of the society, in respect of non-compliance with any requirement of a regulatory nature (howsoever arising);
- 3.2 to pay any amounts under the indemnity referred to in Article 24 to the extent permitted by law; and/or
- 3.3 to do all such other lawful things as are necessary or conducive to the attainment of the Objects or any of them, whether in collaboration with any person, body, institution or authority or otherwise.

PART 3: APPLICATION OF INCOME AND PROPERTY AND TRUSTEES' BENEFITS

4 APPLICATION OF INCOME AND PROPERTY

The income and property of the society shall be applied solely towards the promotion of the Objects, and no part thereof shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to the members of the society. This does not prevent:

- 4.1 a member of the society receiving a benefit from the society in the capacity of a beneficiary of the society; or
- 4.2 reasonable and proper remuneration to any member of the society who is not also a trustee of the society for any goods or services provided to the society.

5 TRUSTEES' BENEFITS

No trustee shall be appointed to any office of the society, be employed by the society or receive any remuneration or other benefit in money or money's worth from the society unless the payment or benefit in question:-

- 5.1 is permitted pursuant to Article 6; or
- 5.2 has been previously and expressly authorised in advance and in writing by the Charity Commission for England and Wales and any procedures prescribed by the said Charity Commission are fully adhered to.

6 PERMITTED BENEFITS

Subject to Article 7, nothing herein shall prevent the payment in good faith by the society of:-

- 6.1 reasonable and proper remuneration to a trustee for services rendered to the society otherwise than any remuneration for services provided by a trustee in his capacity as a trustee or under a contract of employment;
- 6.2 interest at a reasonable and proper rate (not exceeding 2% per annum below the base rate of a clearing bank to be selected by the trustees) on money lent to the society by any trustee;
- 6.3 reasonable and proper rent for premises demised or let to the society by any trustee;
- 6.4 fees, remuneration or other benefit in money or money's worth to any company of which any trustee may also be a member holding not more than 1% of the issued share capital of that company;
- 6.5 reimbursement of reasonable out-of-pocket expenses actually incurred by any trustee in or about the affairs of the society;
- 6.6 any payments made pursuant to Articles 3.3 and 3.4;

7 CONDITIONS RELATING TO TRUSTEES' BENEFITS

Save for the payments referred to in Articles 6.5 and 6.6, the society and its trustees may only rely upon the authority provided by Article 6 in respect of payments or benefits to a trustee if each of the following conditions is satisfied:

- 7.1 the remuneration or other sums paid to the trustee does not exceed an amount that is reasonable in all the circumstances;
- 7.2 the trustee is absent from the part of any meeting at which there is discussion of:
 - 7.2.1 his contract or remuneration, or any matter concerning the contract;
 - 7.2.2 his performance in the employment, or his performance of the contract; or
 - 7.2.3 any proposal to enter into any other contract or arrangement with him or to confer any benefit upon him that would be permitted under Article 6;
- 7.3 the trustee does not vote on any such matter and is not counted when calculating whether a quorum of trustees is present at the meeting;
- 7.4 the remaining trustees are satisfied and agree that it is in the interests of the society to contract with that trustee rather than with someone who is not a trustee;
- 7.5 the reason for their decision is recorded by the trustees in the minute book;

- 7.6 the amount or maximum amount of any remuneration payable to a trustee is set out in an agreement in writing between the society or trustees and that trustee; and
- 7.7 the number of trustees then in office who have received remuneration or other benefits from the society are in a minority.

8 FIRM OR COMPANY WITH WHICH A TRUSTEE IS INVOLVED

The employment or remuneration of a trustee referred to at Article 5 includes the engagement or remuneration of any firm or company in which the trustee is:

- 8.1 a partner; or
- 8.2 an employee; or
- 8.3 a consultant; or
- 8.4 a director; or
- 8.5 a shareholder, unless the trustee holds less than 1% of the issued capital.

9 CONFLICTS OF INTEREST

- 9.1 A trustee must declare to the other trustees any situation of which he is aware in which he has, or could have, a direct or indirect interest that conflicts, or possibly might conflict, with the interests of the society unless the situation cannot reasonably be regarded as likely to give rise to a conflict of interest.
- 9.2 An interest of a trustee to be disclosed under Article 9.1 may be declared at a meeting of trustees, by notice in writing pursuant to section 184 of the Act or by means of a general notice under section 185 of the Act.
- 9.3 If a conflict of interest arises for a trustee because of a duty of loyalty owed to another organisation, company or person and the conflict is not authorised by virtue of any other provision in the Articles, the remaining trustees may authorise such a conflict of interest if each of the following conditions are satisfied:
- 9.3.1 the trustee is absent from the part of any meeting at which there is discussion of the conflict of interest, including any arrangement or transaction affecting that other organisation, company or person;
- 9.3.2 the trustee does not vote on any such matter and is not to be counted when calculating whether a quorum of trustees is present at the meeting; and
- 9.3.3 the remaining trustees are satisfied and agree that it is in the interests of the society to authorise the conflict of interest which has arisen.

10 PART 3 DEFINITIONS

The following words in Articles 4, 5, 6, 7, 8 and 9 (as the case may be) shall have the following meanings:

- 10.1 "company" shall include any company in which the company:
- 10.1.1 holds more than 50% of the shares;
- 10.1.2 controls more than 50% of the voting rights attached to the shares; or
- 10.1.3 has the right to appoint one or more directors to the board of the company; and

- 10.2 “trustee” shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the director or any person living with the trustee in civil partnership.

PART 4: TRUSTEES

TRUSTEES' POWERS AND RESPONSIBILITIES

11 TRUSTEES' GENERAL AUTHORITY

- 11.1 Subject to the Articles, including Article 11.2 below, the trustees are responsible for the management of the society's business, for which purpose they may exercise all the powers of the society and do on behalf of the society all such acts as may be done by the society and as are not by statute or by the Articles required to be done by the society in general meeting.
- 11.2 The trustees may not do or permit any act or omission which would prejudice the charitable status of the society.

12 TRUSTEES MAY DELEGATE

- 12.1 Subject to the Articles, the trustees may delegate any of the powers which are conferred on them under the Articles:
- 12.1.1 to such person or committee;
 - 12.1.2 by such means (including by power of attorney);
 - 12.1.3 to such an extent;
 - 12.1.4 in relation to such matters or territories; and
 - 12.1.5 on such terms and conditions;
- as they think fit.
- 12.2 If the trustees so specify, any such delegation may authorise further delegation of the trustees' powers by any person to whom they are delegated.
- 12.3 The trustees may revoke any delegation in whole or part, or alter its terms and conditions.

13 COMMITTEES

- 13.1 Committees to which the trustees delegate any of their powers must contain at least one trustee and must follow procedures which are based as far as they are applicable on those provisions of the Articles which govern the taking of decisions by trustees.
- 13.2 The trustees may make rules of procedure for all or any committees, which prevail over rules derived from the Articles if they are not consistent with them.

14 APPOINTMENT OF INVESTMENT MANAGERS

The trustees may appoint as the investment manager for the society a person who they are satisfied after inquiry is a proper and competent person to act in that capacity and who is an authorised or an exempt person within the meaning of the Financial Services and Markets Act 2000 otherwise than exempted by virtue of paragraphs 44 and 45 of the Financial Services and Markets Act 2000 (Exemption) Order 2001. The trustees may delegate to an investment manager so appointed power at his discretion to buy and sell investments for the society in accordance with the investment policy laid down by the trustees from time to time,

PROVIDED THAT where the trustees make any such delegation they shall:

- 14.1 inform the investment manager in writing of the extent of the society's investment powers and the terms of the delegation;
- 14.2 lay down a detailed investment policy for the society and immediately inform the investment manager in writing of it and of any changes to it;
- 14.3 ensure that they are kept informed of, and review on a regular basis, the performance of their investment portfolio managed by the investment manager and on the exercise by him of his delegated authority;
- 14.4 take all reasonable care to ensure that the investment manager complies with the terms of the delegated authority; and
- 14.5 pay such reasonable and proper remuneration to the investment manager and agree such proper terms as to notice and other matters as the trustees shall decide PROVIDED THAT such remuneration may include commission fees and/or expenses earned by the investment manager if and only to the extent that such commission fees and/or expenses are disclosed to the trustees.

15 INVESTMENTS HELD BY NOMINEE

The trustees may:

- 15.1 make such arrangements as they think fit for any investments of the society or income from those investments to be held by a corporate body as the society's nominee; and
- 15.2 pay reasonable and proper remuneration to any corporate body acting as the society's nominee in pursuance of this article.

DECISION-MAKING BY TRUSTEES

16 MEETINGS OF TRUSTEES

- 16.1 Subject to the provisions of these Articles, the trustees may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit.
- 16.2 At any time any trustee may, and the secretary on the requisition of a trustee shall, summon a meeting of the trustees.
- 16.3 Any such notice shall specify where, when and how the meeting is to be held. Any trustee may waive notice of any meeting and such waiver may be retrospective.
- 16.4 All acts done in good faith by any meeting of the trustees or of any committee shall, notwithstanding it be discovered afterwards that there was some defect in the appointment or continuance in office of any such persons or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a trustee or member of the committee as the case may be.

17 QUORUM FOR MEETINGS AND VOTING

- 17.1 The quorum necessary for the transaction of business of the trustees may be fixed from time to time by the trustees and, unless so fixed at any other number shall be four.
- 17.2 A meeting of the trustees at which a quorum is present shall be competent to exercise all powers and discretions for the time being exercisable by the trustees.
- 17.3 Questions arising at any meeting of the trustees shall be determined by a majority of votes. In case of an equality of votes the chairman shall have a second or casting vote.

18 MEETINGS BY CONFERENCE TELEPHONE ETC

- 18.1 All or any of the trustees or any committee of the trustees may participate in a meeting of the trustees or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.
- 18.2 A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in a quorum accordingly.
- 18.3 Such a meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the chairman then is.

19 RESOLUTIONS IN WRITING

- 19.1 A resolution executed by all the trustees, or by all the members of a committee constituted under these Articles, shall be as valid and effectual as if it had been passed at a meeting of the trustees, or (as the case may be) at a meeting of that committee, which in every case was duly convened and held.
- 19.2 For the purposes of this Article 19:
 - 19.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;
 - 19.2.2 a written instrument is executed when the person executing it signs it;
 - 19.2.3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;
 - 19.2.4 the trustees, or (as the case may be) members of a committee constituted under these Articles, need not execute the same written instrument or electronic communication;
 - 19.2.5 a resolution shall be effective when the secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 19;
 - 19.2.6 unless the members by ordinary resolution or the trustees have previously otherwise resolved such a resolution can be passed by a majority; and
 - 19.2.7 if no secretary is appointed, the chairman shall perform the functions of the secretary under this Article 19.

20 CHAIRING OF TRUSTEES' MEETINGS

- 20.1 The trustees may appoint a trustee to chair their meetings.
- 20.2 The person so appointed for the time being is known as the chairman.
- 20.3 The trustees may terminate the chairman's appointment at any time.
- 20.4 The chairman shall immediately cease to hold such appointment upon ceasing to be a trustee.
- 20.5 If the chairman is not participating in a trustees' meeting within ten minutes of the time at which it was to start, the participating trustees must appoint one of themselves to chair it.

21 RECORDS OF DECISIONS TO BE KEPT

The trustees must ensure that the society keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every decision taken by the trustees.

APPOINTMENT AND RETIREMENT OF TRUSTEES

22 METHODS OF APPOINTING TRUSTEES

- 22.1 Save as otherwise provided in the Articles, and in particular, Article 22.5, 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.
- 22.2 The usual term of office for Trustees should be a minimum of three and a maximum of six years. Trustees who have, or are due to reach, the end of their term, shall retire from office at the next General Meeting.
- 22.3 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.
- 22.4 No person may be appointed as a trustee:
 - 22.4.1 unless that person has attained the age of 18 years; and
 - 22.4.2 unless that person or being a corporation its duly authorised representative has completed an application for membership in a form approved by the trustees;or in circumstances such that, had he already been a trustee, he would have been disqualified from acting under the provisions of Article 23.

23 TERMINATION OF TRUSTEE'S APPOINTMENT

A person ceases to be a trustee:

- 23.1 if by notice in writing to the society he resigns (but only if at least four trustees remain in office when the notice of resignation is to take effect);
- 23.2 if he is removed by notice in writing to the society signed by a majority of the members;

- 23.3 if he ceases to hold office by reason of any order made under the Company Directors Disqualification Act 1986, or by virtue of any provision of the statutes;
- 23.4 if he is removed from office by a resolution duly passed pursuant to Section 168 of the Act;
- 23.5 if he is absent from three consecutive meetings of the trustees without the consent of the majority of the remaining trustees;
- 23.6 if he becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs; or
- 23.7 if he is convicted of any criminal offence, other than any minor motoring or similar offence that cannot reasonably damage the reputation of the society.

24 TRUSTEES' INDEMNITY

Subject to the provisions of the Act, and so far as may be consistent with the statutes:

- 24.1 every trustee and every other officer other than the society's auditor or the reporting accountant may be indemnified out of the assets of the society against all costs, charges, losses, expenses and liabilities incurred by him in the actual or purported execution and/or discharge of his duties and/or the actual or purported exercise of his powers and/or otherwise in relation to, or in connection with, his duties, powers or offices, in each case to the extent permitted by section 232 of the Act; and
- 24.2 every other officer (other than the society's auditor or reporting accountant) may be indemnified out of the assets of the society against any liability incurred by him in that capacity to the extent permitted by law; and
- 24.3 every auditor or reporting accountant appointed by the society may be indemnified out of the assets of the society against any liability incurred by him in that capacity to the extent permitted by section 532 of the Act; and
- 24.4 the society may also provide funds to any trustee or any other officer (other than the society's auditors or reporting accountants) or do anything to enable a trustee or such other officer to avoid incurring expenditure, in each case in the manner permitted by and subject to the restrictions required by section 205 of the Act.

PART 5: MEMBERS

BECOMING AND CEASING TO BE A MEMBER

25 APPLICATIONS FOR MEMBERSHIP

The subscribers to the memorandum and such persons as are appointed as trustees from time to time shall be the members.

26 TERMINATION OF MEMBERSHIP

A person shall forthwith cease to be a member if that person ceases to be a trustee.

27 TRANSFER OF MEMBERSHIP

Membership of the society is not transferable.

ORGANISATION OF GENERAL MEETINGS

28 GENERAL MEETINGS

- 28.1 The trustees may whenever they think fit convene a general meeting and shall, following requisition in accordance with the Act, proceed to convene a general meeting in accordance therewith.
- 28.2 The society shall hold a general meeting in every calendar year as its "Annual General Meeting" at such time and place as may be determined by the trustees, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting, and that so long as the society holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

29 CALLING GENERAL MEETINGS

- 29.1 A general meeting of the society shall be called by at least 14 days clear notice.
- 29.2 The society may give such notice by any means or combination of means permitted by the Act.
- 29.3 A general meeting, notwithstanding that it has been called by a shorter notice than that specified above, shall be deemed to have been duly called if it is so agreed by a majority in number of the members having a right to attend and vote thereat, being a majority together holding not less than 90 per cent of the total voting rights at that meeting of all the members of the meeting.

30 NOTICE OF GENERAL MEETINGS

- 30.1 Every notice calling a general meeting shall specify the place and the day and hour of the meeting.
- 30.2 There shall appear with reasonable prominence in every such notice a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend, speak and vote instead of him and that a proxy need not be a member of the society.
- 30.3 The text of each special resolution to be proposed at the general meeting shall be set out in the notice. Either the text of, or sufficient information to enable a member to understand the purpose of, each ordinary resolution shall be set out in the notice.

31 ATTENDANCE BY CONFERENCE TELEPHONE ETC.

- 31.1 All or any of the members or persons permitted to attend under Article 34 may participate in the meeting by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to hear and speak to each other throughout the meeting.
- 31.2 A member so participating shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in quorum accordingly.

32 QUORUM FOR GENERAL MEETINGS

In the event that the society only has one member that member shall be a quorum. In any other case two members entitled to vote upon the business to be transacted or 5% of the total number of such persons for the time being, whichever is the greater, shall be a quorum. A proxy or an authorised representative of a member shall count for the purposes of the quorum. No business other than the appointment of the chairman of the

meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.

33 CHAIRING GENERAL MEETINGS

33.1 If the trustees have appointed a chairman, the chairman shall chair general meetings if present and willing to do so.

33.2 If the trustees have not appointed a chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start:

33.2.1 the trustees present; or

33.2.2 (if no trustees are present), the meeting;

must appoint a trustee or member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.

33.3 The person chairing a meeting in accordance with this Article is referred to as "the chairman of the meeting".

34 ATTENDANCE AND SPEAKING BY TRUSTEES AND NON-MEMBERS

34.1 Trustees may attend and speak at general meetings, whether or not they are members.

34.2 The chairman of the meeting may permit other persons who are not:

34.2.1 members of the society; or

34.2.2 otherwise entitled to exercise the rights of members in relation to general meetings;

to attend and speak at a general meeting.

35 ADJOURNMENT

35.1 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present the chairman of the meeting must adjourn it.

35.2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

35.2.1 the meeting consents to an adjournment; or

35.2.2 it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner.

35.3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

35.4 When adjourning a general meeting, the chairman of the meeting must:

35.4.1 either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the trustees, and

35.4.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.

- 35.5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the society must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given):
- 35.5.1 to the same persons to whom notice of the society's general meetings is required to be given, and
 - 35.5.2 containing the same information which such notice is required to contain.
- 35.6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place.

VOTING AT GENERAL MEETINGS

36 VOTING: GENERAL

- 36.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- 36.2 Every member shall have one vote.

37 ERRORS AND DISPUTES

- 37.1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid.
- 37.2 Any such objection must be referred to the chairman of the meeting, whose decision is final.

38 POLL VOTES

- 38.1 A poll on a resolution may be demanded:
- 38.1.1 in advance of the general meeting where it is to be put to the vote; or
 - 38.1.2 at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared.
- 38.2 A poll may be demanded by:
- 38.2.1 the chairman of the meeting;
 - 38.2.2 the trustees;
 - 38.2.3 two or more persons having the right to vote on the resolution; or
 - 38.2.4 a person or persons representing not less than 5% of the total voting rights of all the members having the right to vote on the resolution.
- 38.3 A demand for a poll may be withdrawn if:
- 38.3.1 the poll has not yet been taken; and
 - 38.3.2 the chairman of the meeting consents to the withdrawal.
- 38.4 Polls must be taken immediately and in such manner as the chairman of the meeting directs.

39 CONTENT OF PROXY NOTICES

- 39.1 Proxies may only validly be appointed by a notice in writing (a "proxy notice") which:
- 39.1.1 states the name and address of the member appointing the proxy;
 - 39.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - 39.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
 - 39.1.4 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.
- 39.2 The society may require proxy notices to be delivered in a particular form and, subject to the Act, by a particular time and may specify different forms for different purposes.
- 39.3 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.
- 39.4 Unless a proxy notice indicates otherwise, it must be treated as:
- 39.4.1 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
 - 39.4.2 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.

40 DELIVERY OF PROXY NOTICES

- 40.1 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.
- 40.2 An appointment under a proxy notice may be revoked by delivering 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.
- 40.3 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.
- 40.4 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.

41 AMENDMENTS TO RESOLUTIONS

- 41.1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if:
- 41.1.1 notice of the proposed amendment is given to the society in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine); and
 - 41.1.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.

- 41.2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if:
- 41.2.1 the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed; and
 - 41.2.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
- 41.3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.

42 **RESOLUTIONS IN WRITING**

- 42.1 A resolution executed by such number of members as would have been required to vote for the resolution had it been proposed in general meeting at which all of the members were present and voting shall be as valid and effectual as if it had been passed at a general meeting duly convened and held.
- 42.2 For the purposes of this Article 42:
- 42.2.1 a resolution shall consist of one or more written instruments (including faxes) or one or more electronic communications sent to an address specified for the purpose by the secretary, or a combination of them, provided that each such written instrument and electronic communication (if more than one) is to the same effect;
 - 42.2.2 a written instrument is executed when the person executing it signs it;
 - 42.2.3 an electronic communication is executed when the person executing it sends it provided that it has been authenticated in such manner (if any) as the secretary shall prescribe;
 - 42.2.4 the members need not execute the same written instrument or electronic communication;
 - 42.2.5 a resolution shall be effective when the secretary certifies that sufficient evidence has been received by him/her that the resolution has been executed in accordance with this Article 42;
 - 42.2.6 if no secretary is appointed, the chairman shall perform the functions of the secretary under this Article 42;
 - 42.2.7 the resolution must be accompanied by a statement informing the member how to signify his agreement to it and the date by which this is to be done; and
 - 42.2.8 a proposed written resolution will lapse if it is not passed before 28 days from the circulation date.

PART 6: LIABILITY OF MEMBERS AND DISSOLUTION

43 **LIABILITY OF MEMBERS**

Each member undertakes that, if the society is wound up while he is a member or within one year after he ceases to be a member, he will contribute an amount to the assets of the society as may be required for:-

- 43.1 payment of the society's debts and liabilities contracted before he ceases to be a member;

- 43.2 payment of the costs, charges and expenses of winding up; and
- 43.3 adjustment of the rights of the contributories among themselves, not exceeding £1.

44 DISTRIBUTION OF ASSETS ON WINDING UP/DISSOLUTION

If upon the winding up or dissolution of the society there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the society, but shall be given or transferred to such other charity or charities which prohibit(s) the distribution of its or their income and property to an extent at least as great as is imposed upon the society by Articles 5 and 6 above and having charitable objects identical with or similar to the Objects, as the members of the society shall resolve at or before the time of dissolution and if that cannot be done to some other charitable object or objects.

PART 7: ADMINISTRATIVE ARRANGEMENTS

45 MEANS OF COMMUNICATION TO BE USED

- 45.1 Any notice to be sent to or by any person pursuant to these Articles including a notice calling a meeting of the trustees shall be in writing and may be delivered or sent by post or using electronic communications to an address for the time being notified for that purpose to the person giving the notice. In this Article “address” in relation to electronic communications, includes any number or address used for the purpose of such communications.
- 45.2 Subject to the Articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.
- 45.3 A trustee may agree with the society that notices or documents sent to that trustee in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours.
- 45.4 Subject to Article 45.3, any notice, if served by post, shall be deemed to have been served 48 hours after it was posted, and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed, prepaid and posted. A notice or other document sent by facsimile or contained in an electronic communication shall be deemed to have been delivered 48 hours following that on which the communication was sent and electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or email address. If a notice, document or information posted on the society’s website was already on the society’s website at the time the notice was sent to the Member, it will be deemed to have been sent on the day the notice was sent but if the notice, document or information was not on the society’s website on the date the said notice was sent then it will be deemed to have been sent on the day on which it appears on the website.

46 WEBSITE COMMUNICATION

- 46.1 The society may send any notice, document or other information to members by making them available on the society’s website provided that:
 - 46.1.1 each member has been asked individually by the society to agree to communication via the society’s website (either generally or in relation to a specific notice, document or information);

- 46.1.2 the society's request states clearly that if the member fails to respond to the request within twenty-eight days of the date on which the request is sent, s/he will be deemed to have given such consent; and
- 46.1.3 the society's request is not sent less than twelve months after a previous request made to the member in relation to a similar class of documents.
- 46.2 The society must notify each member who has agreed to receive communications through the society's website of the presence of the information on the website, the website address, the place on the website where the information can be found and how to access the information.
- 46.3 Any notice, document or information posted on the society's website must be in a form that the member can read and take a copy of. The notice, document or information must be available on the society's website for either twenty-eight days from the date the notification was sent to the member or for such other period as may from time to time be specified in the Act.

47 **SOCIETY SEAL**

- 47.1 Any common seal may only be used by the authority of the trustees.
- 47.2 The trustees may decide by what means and in what form any common seal is to be used.
- 47.3 Unless otherwise decided by the trustees, if the society has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature.
- 47.4 For the purposes of this Article, an authorised person is:
 - 47.4.1 any trustee of the society;
 - 47.4.2 the society secretary (if any); or
 - 47.4.3 any person authorised by the trustees for the purpose of signing documents to which the common seal is applied.

48 **SECRETARY**

A secretary may be appointed by the trustees for such time, at such remuneration and upon such conditions as the trustees may think fit, and any secretary so appointed may be removed by the trustees. The trustees may from time to time by resolution appoint an assistant or deputy secretary, and any person so appointed may act in place of the secretary if there be no secretary or no secretary capable of acting.

49 **ACCOUNTS**

- 49.1 The trustees shall cause proper and adequate books of account to be kept to enable accounts to be prepared which comply with the relevant provisions of the Act, the charities legislation and the SORP. Proper and adequate books shall not be deemed to be kept and/or deemed sufficient if there are not kept such books of account as are necessary to give a true and fair view of the state of the affairs of the society, to show and explain its transactions and to disclose with reasonable accuracy at any time, the financial position of the society at any time.
- 49.2 The books of account shall be kept at the registered office of the society, or, subject to section 388 of the Act, at such other place or places as the trustees shall think fit and shall always be open to the inspection of any trustee.

50 **NO RIGHT TO INSPECT ACCOUNTS AND OTHER RECORDS**

Except as provided by law or authorised by the trustees or an ordinary resolution of the society, no person is entitled to inspect any of the society's accounting or other records or documents merely by virtue of being a member.

51 **AUDIT**

51.1 The accounts of the society shall be examined and reported upon either by the auditors or, if no auditors are appointed, by a reporting accountant if so required by the statutes.

51.2 The appointment or re-appointment (as appropriate) of the auditors shall be determined by the society in general meeting.

51.3 The auditors' or reporting accountants' (if any) remuneration shall be determined by the society the determination of the auditors' or reporting accountants' (if any) remuneration shall be delegated to the trustees by the society in general meeting.

52 **RULES AND BYE-LAWS**

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, whether statutory membership or otherwise. The society in general meeting shall have power to alter, add to or repeal any such rules or bye-laws and the trustees shall adopt such means as they think sufficient to bring to the notice of the members all such rules or bye-laws, which shall be binding on all members PROVIDED THAT no rule or bye-law shall be inconsistent with, or shall affect or repeal anything contained in, these Articles.

