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**ROYTHORNES LLP**

**DATED** \_\_\_\_\_ **2011**

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**EAST OF ENGLAND AGRICULTURAL SOCIETY  
COMPANY NUMBER 1589922  
A COMPANY LIMITED BY GUARANTEE AND  
BEING A CHARITY REGISTERED WITH NUMBER 283564  
ARTICLES OF ASSOCIATION**

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THE MALTINGS  
HIGH STREET, BURWELL  
CAMBRIDGESHIRE  
CB25 0HB

ENTERPRISE WAY  
PINCHBECK, SPALDING  
LINCOLNSHIRE  
PE11 3YR

DEAN'S COURT  
10 MINSTER PRECINCTS  
PETERBOROUGH  
PE1 1XS

10 - 12 THE ROPEWALK  
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**THE COMPANIES ACT 2006**

**COMPANY LIMITED BY GUARANTEE AND NOT HAVING A SHARE CAPITAL**

**ARTICLES OF ASSOCIATION**

**OF**

**EAST OF ENGLAND AGRICULTURAL SOCIETY COMPANY NUMBER 1589922**

**(AS AMENDED BY SPECIAL RESOLUTION PASSED ON [ ] DAY OF [ ]**

**2011)**

**I. DEFINITIONS AND INTERPRETATION**

In these Articles:-

1.1 **"Act"** means the Companies Act 2006 or any re-enactment or statutory modification of that Act.

**"Board"** means the Board of Directors of the Society appointed in accordance with Article 14.16.

**"Business Days"** means any day between Monday to Friday inclusive when the London clearing banks are open for business.

**"Committee"** a committee constituted in accordance with Article 16.2.1.

**"Director(s)"** means a Director appointed by the Council or co-opted by the Board pursuant to Articles 14.16 and 15.1-2.

**"Office"** means the registered office of the Society.

**"Secretary"** means any person appointed to perform the duties of Secretary of the Society.

**"Society"** means East of England Agricultural Society a company registered with number 1589922 registered charity number 283564.

- 1.2 Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other methods of representing or reproducing words in a visible form.
- 1.3 Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act.
- 1.4 Words importing the masculine gender shall include the feminine gender and words importing persons shall include corporations.

## **2. OBJECTS**

The Society is established for the objects expressed in the Memorandum of Association.

## **3. MEMBERS**

- 3.1 The number of members with which the Society proposes to be registered is unlimited.
- 3.2 The Subscribers to the Memorandum of Association and such other persons or organisations who:
  - 3.2.1 apply to the Society in the form required by the Directors and,
  - 3.2.2 are approved by the Directors;shall be admitted to membership of the Society.
- 3.3 The Directors may only refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.
- 3.4 Membership is not transferable.
- 3.5 The Directors must keep a register of names and addresses of the members.
- 3.6 In any case where provision shall be made by resolution of the Board for the payment of a joint subscription both persons in respect of whom such joint subscriptions shall be paid shall be admitted to be and shall be members of the Society as if they had paid separate subscriptions but so that a failure by either of such person to pay a joint subscription as provided by Article 5.4 shall have the consequences set out in that

Article for both such members. Subject to the provisions of Article 12.2 all members aged over 18 years at the date when a vote or meeting is held and who are named on any membership card issued pursuant to a joint subscription, shall be entitled to attend and vote at members meetings.

#### **4. RETIREMENT OF MEMBERS**

Any member who wishes to retire or resign shall notify such wish in writing to the Secretary who will remove his name from the books of the Society and his membership shall cease from the date notice is given.

#### **5. SUBSCRIPTIONS**

5.1 Save where a resolution made by the Board provides for the payment of joint subscriptions, each member shall pay a subscription to the Society and the amount of such subscription shall be fixed and may be varied from time to time by the Board.

5.2 All subscriptions shall become due when a person is entered in the books of the Society as a member, and in the case of annual subscriptions, shall also be payable on the first day of January of the year next following the calendar year during which a member was first admitted to be a member, and similarly in each subsequent year.

5.3 In case any person shall have failed to pay a subscription within twenty-one days of becoming a member in any year in which such subscriptions shall have become due, being an annual subscription, the Board shall have the right to remove his name from the books of the Society whereupon he shall cease to be a member.

5.4 Membership is terminated if:

5.4.1 the member dies or, if it is an organisation, ceases to exist;

5.4.2 the member resigns;

5.4.3 the member is removed from membership by resolution of the Directors that it is in the best interests of the charity that his or her or its membership is

terminated. A resolution to remove a member from membership may only be passed if:-

5.4.3.1 the member has been given at least twenty-one days notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed and:-

5.4.3.2 the member or, at the option of the member the member's representative has been allowed to make representations to the meeting.

5.5 On a termination of membership as aforesaid (but excluding pursuant to notice in accordance with Article 5.4.2) the Board shall by resolution make such provision as it shall in absolute discretion think fit concerning the refund or otherwise of any subscriptions or parts thereof paid by the member whose membership is terminated.

## **6. RIGHTS OF MEMBERS**

6.1 In addition to all rights conferred on members by these Articles the Board may from time to time resolve that such other rights shall be attached to membership of the Society as the Board see fit but so that no such rights shall conflict with any provision of the Memorandum of Association of the Society or with the Articles.

6.2 If any organisation is a member of the Society such organisation may by writing to the Secretary nominate a person to exercise on its behalf any rights and privileges conferred upon members.

6.3 A member shall be entitled to have access to the list of members at any time subject to having satisfied the Secretary that such access is required for a bona fide purpose in connection with the conduct of the affairs of the Society..

## **7. GENERAL MEETINGS**

7.1 The Society shall in each year hold a general meeting as its annual general meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than fifteen months shall elapse between the date of one

annual general meeting of the Society and that of the next. The annual general meeting shall be held at such time and place as the Board shall appoint.

7.2 All general meetings which are not annual general meetings should be called extraordinary general meetings.

7.3 The Board may whenever it thinks fits convene an extraordinary general meeting and extraordinary general meetings shall be also be convened from requisition by any Committee or by such requisitionists as provided by the Act. If at any time there are not within the United Kingdom sufficient members of the Board to form a quorum, then any three members of the Board or any twenty-five members of the Society may convene an extraordinary general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Directors.

## **8. NOTICE OF GENERAL MEETINGS**

8.1 The minimum of periods of notice required to hold a general meeting of the Society are:-

8.1.1 twenty-one days for an annual general meeting or a general meeting called for the passing of a special resolution;

8.1.2 fourteen days for all other general meetings.

8.2 A general meeting may be called by shorter notice if it is so agreed by not less than 300 members having a right to attend and vote at the meeting.

8.3 The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. Further details of the proposed business and any relevant documents may be given in accordance with Article 24.4. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under Section 324 of the Act and Article 10.

8.4 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting or any information intended to be supplied pursuant to Article 24.4 did not receive it because of accidental omission by the Society or because the Society did not have an email address for that person or accidentally failed to use the correct email address for that person.

8.5 Members may be required to notify the Secretary in writing of an email address to which the Society may send them notices.

## **9. PROCEEDINGS AT GENERAL MEETINGS**

9.1 No business shall be transacted at any general meeting unless a quorum is present.

9.2 A quorum is not less than thirty members present in person or by proxy and entitled to vote on the business to be conducted at the meeting.

9.3 The authorised representative of a member organisation shall be counted in the quorum.

9.4 If:-

9.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or

9.4.2 during a meeting a quorum ceases to be present;

the meeting shall be adjourned to such time and place as the Directors shall determine.

9.5 The Directors must reconvene any adjourned meeting and must give at least seven days notice of the reconvened meeting stating the date, time and place of the meeting.

9.6 If no quorum is present at the reconvened meeting within the time specified for the start of the meeting the members present in person or by proxy at that time shall constitute the quorum for that meeting.

9.7 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors or has been appointed Vice Chair for those purposes and:-

- 9.7.1 if there is no such person or he is not present within fifteen minutes of the time appointed for the meeting, a Director nominated by the Directors shall chair the meeting;
  - 9.7.2 if there is only one Director present and willing to act, he shall chair the meeting;
  - 9.7.3 if no Director is present and willing to chair the meeting within fifteen minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.
- 9.8 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting should be adjourned and:-
- 9.8.1 the person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution;
  - 9.8.2 no business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place;
  - 9.8.3 if a meeting is adjourned by a resolution of the members for more than seven days, at least seven Business Days notice shall be given of the reconvened meeting stating the date, time and place of the meeting.
- 9.9 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands a poll is demanded:-
- 9.9.1 by the person chairing the meeting; or
  - 9.9.2 by at least two members present in person or by proxy and having the right to vote at the meeting; or

- 9.9.3 by a member or members present in person or by proxy representing not less than one tenth of the total voting rights of all the members having the right to vote at the meeting.
- 9.10 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 9.11 The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.
- 9.12 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 9.13 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 9.14 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and place for declaring the results of the poll.
- 9.15 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 9.16 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 9.17 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs.
- 9.18 The poll must be taken within thirty days after it has been demanded.
- 9.19 If the poll is not taken immediately at least seven Business Days notice should be given specifying the time and place at which the poll is to be taken.
- 9.20 If a poll is demanded a meeting may continue to deal with any other business that may be conducted at the meeting.

## **10. CONTENT OF PROXY NOTICES**

- 10.1 Proxies may only validly be appointed by notice in writing (a "Proxy Notice") which:-
- 10.1.1 states the name and address of the member appointing the proxy;
  - 10.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 10.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such a manner as the Directors may determine;
  - 10.1.4 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.
- 10.2 The Society may require Proxy Notices to be delivered in a particular form and may specify different forms, for different purposes.
- 10.3 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.
- 10.4 Unless a proxy notice indicates otherwise, it must be treated as:-
- 10.4.1 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
  - 10.4.2 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.

## **11. DELIVERY OF PROXY NOTICES**

- 11.1 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.
- 11.2 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.

11.3 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.

11.4 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 appointer's behalf.

## **12 VOTES OF MEMBERS**

12.1 Subject to Article 12.2 every member who is 18 years of age or over shall have one vote.

12.2 No member shall be entitled to vote at any general meeting unless all money presently payable by him to the Society has been paid and that that member has paid subscriptions both in the subscription year in which the meeting is held ("Current Subscription Year") and the subscription year immediately preceding the Current Subscription Year.

12.3 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 chair whose decision shall be final and conclusive.

12.4 Any organisation which is a member of the Society may by resolution of its committee 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 that organisation could exercise if it were an individual member of the Society.

12.5 A member may vote and may speak on any matter in which he is personally financially interested provided that he shall have first disclosed to the meeting the nature and extent of any such financial interest.

### **13. HONORARY OFFICERS**

- 13.1 There shall be an Honorary President of the Society who shall be elected by the members in annual general meeting and shall hold office for one year from that meeting. The Honorary President may be a member of the Society but otherwise shall not become such a member by reason only of his election.
- 13.2 The Council may from time to time determine that there shall be a post of Honorary Deputy President who will be elected by the Council.
- 13.3 The Council may from time to time determine that there may be Honorary Vice-Presidents of the Society who shall be elected from time to time by members of the Council and who shall hold their office for life or such earlier date as may be determined on their appointment. The Honorary Vice-Presidents may be members of the Society but otherwise shall not become a member by reason only of their election.

### **14. COUNCIL**

- 14.1 There shall be a Council of the Society which shall consist of:
- 14.1.1 not less than 20 and not more than 100 members in number who shall:-
    - 14.1.1.1 be elected by the members of the Society in annual general meeting
    - or
    - 14.1.1.2 co-opted by the Council as representatives of organisations who are members of the Society.
- 14.2 No person appointed to any office of the Society in respect of which he is paid by salary or fees or remunerated by any benefit in money or monies worth from the Society shall be elected a member of the Council.
- 14.3 No member may be elected to be a member of the Council unless a nomination is made in writing by one member of the Society (who at the time of nomination is entitled to vote at a general meeting in accordance with the provisions of Articles 3.6,

12.1 and 12.2) and supported by at least five other members of the Society who are not Council members (and who at the time of nomination are entitled to vote at a general meeting in accordance with Articles 3.6, 12.1 and 12.2) for election and that nomination has been received by the Secretary not less than 15 Business Days before the date of the relevant annual general meeting.

14.4 The Secretary shall notify all members of the names and addresses of candidates for election to the Council with the notice of the relevant annual general meeting.

14.5 Until the first annual general meeting of the Society following the date of adoption of these Articles, the existing members of the Council of the Society shall continue in office and perform the duties of Council as set out in these Articles.

14.6 At the first annual general meeting after the date of adoption of these Articles and at each subsequent annual general meeting one third (or if their number is not a multiple of three, the number nearest to but not exceeding one third) of the members of the Council shall stand down but be eligible for re-election save that no member of Council can be re-elected for more than nine consecutive years before standing down for at least one year.

14.7 The members of the Council to retire in every year should be those who have been longest in office since their last election, but as between persons who became members of the Council on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

14.8 The Council shall have power at any time to appoint any member to be a member of the Council either to fill a casual vacancy or as an addition to the existing members of the Council and:-

14.8.1 the total number of members of the Council shall not at any time exceed the number fixed in accordance with these Articles.

- 14.8.2 A member of the Council appointed to fill a casual vacancy shall hold office until the annual general meeting which next follows the date of his appointment at which meeting he shall be eligible for election but shall not be taken into account in determining of the members of the Council who are to retire by rotation at such meeting.
- 14.9 The Society may by ordinary resolution of the members of which special notice has been given and in accordance with the Act remove any member of the Council before the expiration of his period of office notwithstanding anything else in these Articles.
- 14.10 The quorum for a meeting of the Council shall be 20 members of Council.
- 14.11 At the first meeting of the Council following each annual general meeting of the Society the members of the Council shall elect a Chairman, and a Vice-Chairman.
- 14.12 The Council shall meet at least three times per calendar year to discharge its functions as set out in these Articles and to monitor and evaluate the work of the Directors and without prejudice to the generality of the foregoing, to receive from the Directors the business plan proposed by the Board , from time to time.
- 14.13 At meetings of the Council, each member of Council will have one vote and decisions will be taken by a majority vote of those present in person.
- 14.14 Members of Council will be given not less than ten Business Days prior notice of any meeting of the Council and such notice will be given by the Secretary who will discharge the function of Secretary to the Council.
- 14.15 The Council may nominate any one member of Council to attend any meeting of the Board for the purposes of representing the Council's views to the Board .
- 14.16 The Council shall :-
- 14.16.1 appoint Directors to the Board;
  - 14.16.2 terminate the appointment of any Directors of the Board;
  - 14.16.3 nominate anyone to fill a casual vacancy as Director of the Board;

14.17 In the case of equality of votes at meetings of the Council the chairman of that meeting shall have a second or casting vote.

## **15. THE BOARD**

15.1 The Board of the Society shall consist of:-

15.1.1 not more than 15 Directors appointed by the Council in accordance with these Articles and

15.1.2 no more than five Directors co-opted by the Board with the prior approval of the Council.

15.2 A Director must be a member and a natural person aged eighteen years or older.

15.3 No one may be appointed a Director if he or she would be disqualified for acting under the provisions of Article 18.

15.4 The number of Directors shall be not less than five.

15.5 A Director may not appoint an alternate Director or anyone to act on his or her behalf at meetings of the Directors. At the date of the first Council meeting of the Society following adoption of these Articles, all Directors must retire (and will be deemed to have retired) from office but shall be eligible for reappointment by the Council in accordance with these Articles and at the date of the first Council meeting following each subsequent annual general meeting one third of the Directors or, if their number is not three or a multiple of three, the number nearest to one third, must retire from office but shall be eligible for re-appointment save that no director can be reappointed for more than nine consecutive years before standing down for at least one year and:-

15.5.1 The Directors to retire by rotation should be those who have been longest in office since their last appointment. If any Directors became or were appointed Directors on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot.

15.5.2 If a Director is required to retire at a meeting by a provision of the Articles, the retirement shall take effect upon the conclusion of the meeting.

## **16. POWERS OF DIRECTORS**

16.1 The Directors shall manage the business of the Society and may exercise all the powers of the Society:-

16.1.1 subject always to the provisions of the Act;

16.1.2 subject always to provisions of these Articles.

16.2 Without prejudice to the provisions of Article 16.1 the Board shall:-

16.2.1 be entitled to delegate such of its functions and powers as it sees fit to Committees which shall be nominated for that purpose by the Board and the membership of those Committees shall not be limited to members of the Society;

16.2.2 have power from time to time to adopt, make, alter or revoke any bylaws for the regulation of the Society;

16.2.3 prepare an annual business plan incorporating an annual budget together with a forecast covering the following four years;

16.2.4 decide upon the level of subscriptions or payments payable by members of the Society;

16.2.5 appoint Trustees of any trust for which the Society is responsible save if and insofar as the trust instrument provides alternative powers of appointment;

16.2.6 decide the manner in which membership of the Society may be terminated or shall determine;

16.2.7 decide on the rights and privileges to be accorded to and the qualifications, restrictions and conditions to be imposed on members of the Society;

16.2.8 engage all such officers and employees as they may consider necessary and to regulate their duties and fix their salaries or other emoluments including the Chief Executive of the Society.

16.2.9 appoint and terminate the appointment of Directors of the Board of East of England Agricultural Society Showground Services Limited company number 990944.

16.3 The Board shall cause minutes to be made for resolutions and proceedings of the Board and of any Committees appointed by it.

## **17. PROCEEDINGS OF THE BOARD AND ITS COMMITTEES**

17.1 The Board may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit.

17.2 Any Director may call a meeting of the Board.

17.3 The Secretary must call a meeting of the Board if requested to do so by a Director.

17.4 Questions arising at a meeting of the Board shall be decided by a majority of votes.

17.5 Meetings of the Board shall be chaired by a Chair or if he is not present a Vice Chair elected by the Board or if neither are present by a Chairman elected at the meeting.

17.6 A meeting may be held by suitable electronic means agreed by the Directors in which each participant may communicate with all the other participants.

17.7 No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.

17.8 The quorum shall be five or the number nearest to one third of the total number of Directors, whichever is the greater, or such larger number as may be decided from time to time by the Directors. A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote. A quorum must be present within 30 minutes of the time nominated for the start of the meeting failing which the meeting will be adjourned for not less than seven days.

- 17.9 If no one has been appointed to chair meetings of the Directors or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting then those present may appoint one of their number to chair that meeting and if no such appointment is made the meeting shall be adjourned for not less than seven days.
- 17.10 A resolution in writing or in electronic form agreed by all the Directors entitled to receive notice of a meeting of the Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held.
- 17.11 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more Directors has signified their agreement.
- 17.12 Any Committee to which the Board has delegated powers or functions shall conform to any regulations that may be imposed on it by the Board prior to or at any time after its appointment and shall report all acts and proceedings to the Board fully and promptly and in the absence of any regulations imposed by the Board the Committee shall:-
- 17.12.1 elect a Chair of its meetings;
  - 17.12.2 meet and adjourn as is appropriate;
  - 17.12.3 conduct business so as to comply with any Business Plan determined by the Board.
  - 17.12.4 be quorate if at least three of its members are present within ten minutes of the time appointed for the commencement of the meeting;
  - 17.12.5 resolve business at the meetings by a majority vote in respect of which each member of the Committee present shall have one vote.
- 17.13 A Director must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any

transaction or arrangement entered into by the Society which has not previously been declared. In the absence of a resolution pursuant to Article 17.14 a Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Society and any personal interest (including but not limited to any personal financial interest).

17.14 For the purposes of Section 175 of the Act and generally, the members or the Directors shall have the power to authorise by resolution and in accordance with the provisions of these Articles any matter or situation proposed by them or otherwise relating to a Director which would if not so authorised either:-

17.14.1 involve a breach of duty by the Director under Section 175 of the Act to avoid conflicts of interest, or

17.14.2 constitute a conflict of interest in relation to a transaction or arrangement with the Society.

17.15 Provided a Director has declared the nature and extent of his interest in accordance with the requirements of the Act a Director who is in any way, whether directly or indirectly, interested in an existing or proposed transaction or arrangement with the Society;

17.15.1 may be a party to, or otherwise interested in, any such transaction or arrangement with the Society in which the Society is otherwise (directly or indirectly) interested;

17.15.2 may be eligible to vote for the purposes of any proposed decision of the Directors (or Committee) in respect of such transaction or arrangement or proposed transaction or arrangement in which he is interested.

17.16 All acts done by a meeting of Directors or of a Committee shall be valid notwithstanding the participation in any vote of a Director:-

- 17.16.1 who is disqualified from holding office;
- 17.16.2 who had previously retired or had been obliged by the Articles to vacate office;
- 17.16.3 who is not entitled to vote on the matter for reason of conflict of interest or otherwise.

If without:-

- 17.16.4 the vote of that Director; and
- 17.16.5 that Director being counted in the quorum;

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

## **18. DISQUALIFICATION OF MEMBERS OF COUNCIL AND DIRECTORS**

18.1 A member of the Council or a Director shall cease to hold office if he:-

- 18.1.1 in the case of a Director ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director;
- 18.1.2 ceases to be a member of the Society;
- 18.1.3 becomes incapable by reason of mental disorder, illness or injury of managing or administering his or her own affairs;
- 18.1.4 gives notice of resignation to the Society;
- 18.1.6 becomes bankrupt or makes any arrangement or composition with his creditors generally.

18.2 A member of Council shall cease to hold office if he is absent without permission of Council for two consecutive meetings whereupon that Council Member's appointment shall then be terminated unless the members of Council resolve that his appointment shall not be terminated.

18.3 If a Director is absent without permission of the Board from 75% (rounded down if necessary) of board meetings in any financial year of the Society (adjusted appropriately where the Director was appointed other than at the start of a financial year of the

Society) that Director's appointment shall then be terminated unless the Board resolve that his appointment shall not be terminated.

## **19. REMUNERATION OF DIRECTORS**

The Directors must not be paid any remuneration but shall be entitled to claim their reasonable expenses incurred in the performance of their duties and in accordance with Board policy.

## **20. SECRETARY**

20.1 The Secretary shall be appointed by the Board for such term and such remuneration and upon such conditions as it may think fit and any Secretary so appointed may be removed by the Board.

20.2 The Board may from time to time 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.

## **21. THE SEAL**

The Board shall provide for the safe keeping of the seal which must only be used by authority of the Directors who may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by Director and by the Secretary or by two Directors.

## **22. ACCOUNTS**

22.1 The Directors must prepare for each financial year accounts as required by the Act. The accounts must be prepared to show a true and fair view and following accounting standards issued or adopted by the Accounting Standards Board or its successors.

22.2 The accounting records should be kept at the registered office of the Society and shall always be open to inspection of the Directors and members of Council.

22.3 The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions the accounts and books of the Society or any of them shall be open to inspection of members.

## **23 INDEMNITY**

23.1 Subject to Article 23.2 but without prejudice to any indemnity to which a Relevant Officer is otherwise entitled:-

23.1.1 each Relevant Officer of the Society shall be indemnified out of the Society's assets against all costs, charges, losses, expenses and liabilities incurred by him as a Relevant Officer in the actual or purported execution and/or discharge of his duties, or in relation to them including (in each case) any liability incurred by him in defending any civil or criminal proceedings, in which judgment is given in his favour or in which he is acquitted or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part or in connection with any application in which the Court grants him, in his capacity as a Relevant Officer, relief from liability for negligence, default, breach of duty or breach of trust in relation to the Society's affairs; and

23.1.2 the Society may provide any Relevant Officer with funds to meet expenditure incurred or to be incurred by him in connection with any proceedings or application referred to in Article 23.1.1 and otherwise may take action to enable any such Relevant Officer to avoid incurring such expenditure.

23.2 This Article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law.

23.3 The Directors may decide to purchase and maintain insurance at the expense of the Society for the benefit of any Relevant Officer in respect of any relevant loss.

23.4 In this Article:-

23.4.1 A "Relevant Officer" means any Director, Council member or other officer or former Director or former Council member or other officer of the Society but excluding in each case person engaged by the Society as auditor (whether or not he is also a Director or other officer) to the extent that he acts in his capacity as auditor; and

23.4.2 "Relevant Loss" means any loss or liability which has been or may be incurred by a Relevant Officer in connection with that Relevant Officer's duties or powers in relation to the Society or any pension fund of the Society.

## **24. NOTICES AND COMMUNICATIONS**

24.1 A notice may be served by the Society on any member either personally or by sending it through the post in a pre-paid letter addressed to his registered address or last known address.

24.2 Any notice if served by post shall be deemed to have been served at the time the letter containing the same would have been delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the letter containing the notice was properly addressed and posted and that the postage was pre-paid.

24.3 Any notice may also be given electronically to the last known email address supplied to the Society by a member.

24.4 Any document referred to in a notice will be deemed to have been delivered if (at the time of dispatch of the notice and up to the date for any vote referred to in the notice) it is accessible by the addressee on a website the address and any access password or code for which have been given in the notice.

## **25. DISSOLUTION**

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

25.1.1 directly for the objects of the Society, or

25.1.2 by transfer to any charity or charities for purposes similar to the objects of the Society;

25.1.3 to any charity or charities for use for particular purposes that fall within the objects of the Society.

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

25.2.1 directly for the objects for the Society, or

25.2.2 by transfer to any charity or charities for purposes similar to the objects of the Society, or

25.2.3 to any charity or charities for use for particular purposes that fall within the objects of the Society.

25.3 In no circumstances shall the net assets of the Society be paid or distributed among the members of the Society (except to a member that is itself a charity) and if no resolution in accordance with this Article is passed by the members or the Directors the net assets of the Society shall be applied for charitable purposes as directed by the Board or the Charity Commission.