

**THE COMPANIES ACTS 1985 AND 1989 AND 2006  
COMPANY LIMITED BY GUARANTEE  
NOT HAVING A SHARE CAPITAL**

**Articles of Association of**

**ENGLISH FOLK DANCE AND SONG SOCIETY**

(the "Society")

**Company No 297142**

Conformed Articles of Association following amendments by special resolutions on  
13 November 2021

**1. INTERPRETATION**

1.1. The Regulations contained in Table C of the Companies (Table A to F) Regulations 1985 and in the model articles contained in Schedule 2 of the Companies (Model Articles) Regulations 2008 shall not apply to this Society. The following shall be the Regulations of the Society.

1.2. In these Articles the words in the first column of the table below will have the meanings shown opposite them in the second column, as long as this meaning is consistent with the subject or context:

Words	Meanings
"Act"	the Companies Acts 1985, 1989 and 2006 as amended or replaced by subsequent Acts and/or statutory instruments;
"Affiliate"	a person or group of persons affiliated to the Society;
"AGM"	an Annual General Meeting of the Members;
"Articles"	these Articles of Association of the Society;
"Authorised Representative"	an individual who is authorised by an organisation which is a Member to act on its behalf at meetings of the Society in accordance with Article 9;
"Board of Directors"	the members of Board of Directors of the Society;
"Chairman"	the Chairman of the Board of Directors;
"Charities Acts"	the Charities Acts 1993 and 2006 as amended or replaced by subsequent acts and/or statutory instruments;
"clear days"	in relation to the period of a notice means a period excluding the day when the notice is given or deemed to be given and the day for which it is given or on which it is to take effect;
"Commission"	the Charity Commission for England and Wales;
"Directors"	the members of the Board of Directors who shall be the only directors of the Society and the trustees of the Society as defined by section 97(1) of the Charities Act 1993 (and each one a "Director");
"EGM"	an Extraordinary General Meeting of the Members;
"in writing"	by letter, fax or electronic communication in the English language and if by letter delivered personally, by first class post

	or by recorded delivery;
"Members"	a person admitted as a member of the Society from time to time in accordance with these Articles;
"Memorandum"	the Memorandum of Association of the Society;
"month"	calendar month;
"Objects"	the Objects of the Society set out in Article 2.1.;
"Office"	the registered office of the Society as notified to Companies House from time to time;
"Officers"	includes the Directors and the Secretary;
"Secretary"	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.

1.3. Unless the context otherwise requires:

- 1.3.1. words or expressions contained in these Articles have the same meaning as in the Act or any statutory modification not in force when these Articles becomes binding on the Society;
- 1.3.2. words importing one gender shall include all genders and words importing persons shall include corporations, organisations and associations, and references to the singular includes the plural and vice versa; and
- 1.3.3. a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## 2. CONSTITUTION

2.1. The Society is established for the following Objects:

- 2.1.1. to preserve English folk dances and songs, and other folk music (including singing games), folk tales and folk drama, to make them known and to encourage the practice of them in their traditional forms;
- 2.1.2. to promote the knowledge and practice of English folk dances, songs and music, tales and drama by means of dances, schools, classes, examinations, lectures, demonstrations, festivals and other like methods; and
- 2.1.3. to promote and encourage research into and study of the origins, development and traditional practice of English folk dances, songs, and music, tales and drama and their relationship with those of other countries. To further these Objects the Society will:
- 2.1.4. promote, and co-operate in, demonstrations, festivals and other like performances of folk dances, songs, and music, tales and drama whether held in England or elsewhere;
- 2.1.5. raise awareness of folk dances, songs, music, tales and drama;
- 2.1.6. maintain the Vaughan Williams Memorial Library as a resource to acquire, hold, maintain and provide access to information and materials relevant to the Society's objects, to make them available to the Society, its Members, members of the public and other bodies through physical access and other relevant means,

- to promote their use, and to provide related services in support or furtherance of the objects of the Society;
- 2.1.7. prepare and publish, issue and make use of, for sale, performance or otherwise, such books, journals, records, reports, and other literature, and means and apparatus for the visual and mechanical reproduction of folk dances, songs, and music, tales and drama as may seem desirable;
  - 2.1.8. make, obtain and distribute, by sale or otherwise, instruments and other articles of whatever description requisite for the performance or practice of folk dances, songs, and music, tales and drama in accordance with the above objects;
  - 2.1.9. solicit and receive subscriptions and gifts of all kinds, whether absolute or conditional, for the purposes of the Society;
  - 2.1.10. subject to these Articles, take and hold any buildings and lands, and property of any kind, whether absolutely or upon trust, for the purposes of such research, knowledge and practice as aforesaid, including in particular the building known as Cecil Sharp House in the Parish of St. Mark's, Regent's Park, in the Borough of Camden and the Society must comply, as appropriate, with sections 3 and 36 of the Charities Act 1993 as amended by the Charities Act 2006;
  - 2.1.11. borrow or raise or secure the payment of money advanced for the purposes of the Society in such manner as the Society shall think fit and in particular by mortgaging or charging all or any of the Society's property (both present and future) and to purchase, redeem or payoff any such securities and the Society must comply as appropriate with section 38 and 39 of the Charities Act 1993, as amended by the Charities Act 2006, if it wishes to mortgage land; and
  - 2.1.12. do all or any such other lawful things as may be conducive or incidental to the attainment of the Objects.
- 2.2. The income and property of the Society shall be applied solely towards the promotion of the Objects of the Society.
- 2.3. A Director:
- 2.3.1. is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society;
  - 2.3.2. may benefit from trustee indemnity insurance cover purchased at the Society's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993; and
  - 2.3.3. may receive an indemnity from the Society in the circumstances specified in Article 22..
- 2.4. None of the income or property of the Society may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any Member. This does not prevent:
- 2.4.1. a Member who is not a Director receiving a benefit from the Society in the capacity of a beneficiary of the Society; and/or
  - 2.4.2. a Member who is not a Director receiving reasonable and proper remuneration for any goods or services supplied to the Society which shall include but not be limited to receiving a salary as a result of being employed by the Society; and/or
  - 2.4.3. any Member (including, for the avoidance of doubt, a Member who is also a Director) receiving any reduction from the full price of any publications and/or events organised, produced or sponsored by the Society, provided that such reductions are available to all Members.

- 2.5. Unless the payment is permitted by Articles 2.3. or 2.4. above or the Directors obtain the prior written approval of the Commission (and fully comply with any procedures the Commission prescribes), a Director shall not be permitted to:
- 2.5.1. buy any goods or services from the Society on terms preferential to those applicable to members of the public; or
  - 2.5.2. be employed by, or receive any remuneration from, the Society; or
  - 2.5.3. receive any other financial benefit from the Society.
- 2.6. The liability of the Members is limited.
- 2.7. A copy of the Articles and any bye-laws that the Board of Directors may make from time to time must be available for inspection at the Office. If any Member so requests, they must be given a copy of these on payment of a reasonable fixed fee to the Society.

## **MEMBERSHIP**

### **3. MEMBERS**

- 3.1. The Members of the Society are the current Members of the Society at the date these Articles are adopted by the Society and such other persons as are admitted as Members in accordance with these Articles, provided always that the minimum number of Members shall be five and there shall be no maximum number of Members.
- 3.2. The Society must maintain a register of Members showing their names, addresses and dates of membership. The register is available for inspection at the Office.
- 3.3. No person shall be admitted as a Member of the Society unless he:
- 3.3.1. applies to the Society in the form and timescale required by the Directors; and
  - 3.3.2. is approved by the Directors; and
  - 3.3.3. signs the Register of Members or consents in writing to become a Member either personally or (in the case of a Member organisation) through an Authorised Representative.
- 3.4. The Board of Directors may:
- 3.4.1. approve a person proposed for membership of the Society only if, acting reasonably, it considers that such candidate meets the criteria for membership as set out in the bye-laws of the Society from time to time (if any), and in the absence of such bye-laws, if it considers that it is in the best interests of the Society to admit such candidate to membership; and
  - 3.4.2. refuse an application for membership of the Society only if, acting reasonably and properly, it considers it to be in the best interests of the Society to refuse the application and it:
    - 3.4.2.1. informs the applicant in writing of the reasons for the refusal within twenty-one days of the decision; and
    - 3.4.2.2. considers any written representations the applicant may make about the decision. The Directors' decision following any written representations must be notified to the applicant in writing but shall be final.
- 3.5. Membership of the Society is not transferable.
- 3.6. Notwithstanding the provisions of Article 3.4. above no person shall be deemed to be a Member of the Society or entitled to any of the privileges of membership until after payment of the first year's subscription for membership or part thereof is received (which, for the

avoidance of doubt, must be within one month following his approval for membership). Should receipt of any payments due on joining the membership not be received within the one month timescale then a new application must be made to the Society.

- 3.7. Annual subscription fees (if any) shall be reviewed and agreed by the Members at a general meeting.

#### **4. CLASSES OF MEMBERSHIP**

- 4.1. The Directors may establish classes of membership with different rights and obligations and shall record the rights and obligations in the register of Members.
- 4.2. Any new classes of membership established in accordance with Article 4.1. must be approved by the Members at the next general meeting before any person can be admitted to that class of membership.

#### **5. TERMINATION OF MEMBERSHIP**

Membership of the Society shall be terminated if:

- 5.1. the Member dies or, if it is an organisation, ceases to exist;
- 5.2. the Member resigns by giving not less than two months' prior notice in writing to the Society unless, after the resignation, there would be fewer than five Members;
- 5.3. any sum due from that Member to the Society is not paid in full within three months of it falling due (but in such a case the Member may be reinstated on payment of the amount due);
- 5.4. the Member is removed from membership by a resolution of the Board of Directors on the basis that it is in the best interests of the Society that his membership is terminated, but only after:
  - 5.4.1. the Member has been given at least 21 clear 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
  - 5.4.2. the Member or, at the option of the Member, the Member's representative (who need not be a Member of the Society) has been allowed to make representations to the meeting of the Board of Directors at which his removal is discussed.

#### **6. GENERAL MEETINGS**

- 6.1. The Society shall hold an AGM in addition to any other general meeting in each year PROVIDED THAT not more than 15 months may elapse between successive AGMs.
- 6.2. All general meetings other than AGMs shall be called EGMs.
- 6.3. The Directors may call an EGM at any time.

#### **7. NOTICE OF GENERAL MEETINGS**

- 7.1. Subject to Article 7.2. and 12.3., the minimum period of notice required to hold a general meeting of the Society is 21 clear days.
- 7.2. A general meeting may be called by shorter notice if it is so agreed:
  - 7.2.1. in the case of an AGM, by all the Members entitled to attend and vote; and
  - 7.2.2. in the case of an EGM, by Members having a right to attend and vote at the meeting who together hold not less than 90 percent of the total voting rights.
- 7.3. The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an AGM, the notice must say so.

- 7.4. The notice must be given to all the Members, to the Directors and the auditors of the Society.
- 7.5. The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society
- 7.6. The Directors are required to call a meeting once they have received requests from 50 Members or Members representing 5% of the voting rights of the Society, whichever is the fewer, stating the general nature of the business to be dealt with at the meeting.

**8. PROCEEDINGS AT GENERAL MEETINGS**

- 8.1. No business shall be transacted at any general meeting unless a quorum is present. A quorum is five Members entitled to vote upon the business to be conducted at the meeting.
- 8.2. If a quorum is not present within half an hour from the time appointed for the meeting or during a meeting a quorum ceases to be present, the meeting shall be adjourned to such time and place as the Directors shall determine. The Directors must reconvene the meeting and must give at least 7 clear days' notice of the reconvened meeting stating the date, time and place of the meeting. If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting the Members present at that time shall constitute the quorum for that meeting.
- 8.3. (1) A person is able to exercise the right to speak at a general meeting when that person is in a position to communicate to all those attending the meeting, during the meeting, any information or opinions which that person has on the business of the meeting.  
  
(2) A person is able to exercise the right to vote at a general meeting when—
  - (a) that person is able to vote, during the meeting, on resolutions put to the vote at the meeting, and
  - (b) that person's vote can be taken into account in determining whether or not such resolutions are passed at the same time as the votes of all the other persons attending the meeting.  
(3) The directors may make whatever arrangements they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it.  
  
(4) In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.  
  
(5) Two or more persons who are not in the same place as each other attend a general meeting if their circumstances are such that if they have (or were to have) rights to speak and vote at that meeting, they are (or would be) able to exercise them. The Chairman shall chair general meetings, but if the Chairman is unwilling or unable to chair the meeting or is not present at or within fifteen minutes after the time appointed for the meeting, another Director or Member appointed by the Board of Directors shall chair the meeting and failing which any Member elected by those present shall chair the meeting.
- 8.4. The Chairman may with the consent of the Members present at a quorate meeting and shall if directed by the Members at a quorate meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at the adjourned meeting except business which might lawfully have been transacted at the meeting from which the adjournment took place. It shall not be necessary to give notice of an adjourned meeting or of the business that is to be transacted at that meeting unless the adjourned meeting does not take place within thirty days from the date of the meeting, in which event 21 clear days' notice must be served as if it were a new general meeting.
- 8.5. Except where otherwise provided by the Act, any vote at a meeting shall be decided by a show of hands.
- 8.6. A poll vote may be demanded by:

8.6.1. the Chairman; or

8.6.2. at least five Members having the right to vote at the meeting;

and a demand by a person as proxy for a Member shall be the same as a demand by the Member.

8.7. A resolution in writing signed by the relevant majority of the Members (or in the case of a Member that is an organisation, by its Authorised Representative notified to the Society in accordance with Article 9.3.) who would have been entitled to vote upon it had it been proposed at a general meeting, shall be effective. Such resolution may comprise several copies each signed by or on behalf of one or more Members.

## **9. VOTES OF MEMBERS**

9.1. Every Member shall have one vote. If there is an equality of votes the Chairman of the meeting at which the vote takes place shall be entitled to a further or casting vote.

9.2. Any Member may send a proxy to a general meeting in their place and any organisation that is a Member of the Society may nominate any person to act as its representative at any meeting of the Society.

9.3. The organisation referred to in Article 9.2. must give notice in writing to the Society of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The nominee may continue to represent the organisation until notice in writing to the contrary is received by the Society. Any notice given to the Society will be conclusive evidence that the nominee is entitled to represent the organisation or that his authority has been revoked (as the case may be). The Society shall not be required to consider whether the nominee has been properly appointed by the organisation.

## **DIRECTORS**

### **10. BOARD OF DIRECTORS**

10.1. The Board shall consist of not fewer than five and not more than sixteen Directors. Not more than twelve Directors shall be elected in accordance with Article 11.1. and not more than four shall be appointed in accordance with Article 11.5..

10.2. The number of Directors appointed in accordance with Article 11.5. shall not exceed the number elected in accordance with Articles 11.1. to 11.3. (inclusive).

10.3. The election of a Director by the Members or the appointment of a Director by the Board of Directors must not result in the prescribed maximum number of Directors being exceeded.

### **11. ELECTION AND APPOINTMENT OF DIRECTORS**

#### **By General Meeting:**

11.1. At each AGM elected Directors shall retire in accordance with Article 13. and their successors shall be elected in accordance with Articles 11.2. and 11.3..

11.2. No person may be elected as a Director unless:

11.2.1. he is a member of the Society

11.2.2. he is recommended for election by the Directors and such recommendation is notified to the Members in the Autumn edition of the Society's 'Board Matters' (or such other publication as the Society may circulate to the Members from time to time) prior to the AGM at which, if elected, that recommended person would become a Director; or

11.2.3. on or before the closing date for nominations as stated in the Spring edition of the Society's 'Board Matters' (or such other publication as the Society may

circulate to the Members from time to time) prior to the AGM at which, if elected, that nominated person would become a Director, the Society is given a notice of nomination that:

- 11.2.3.1. is signed by two Members entitled to vote at the meeting;
  - 11.2.3.2. contains the details that, if the person were to be appointed, the Society would have to file at Companies House; and
  - 11.2.4. is signed by the person who is to be proposed, to show his willingness to be appointed.
- 11.3. If the number of recommendations and nominations in accordance with Article 11.2.:
- 11.3.1. is less than or equal to the number of vacancies for elected Directors that there will be at the next AGM ("Director Vacancies"), then such persons so recommended or nominated shall be elected as Directors with effect from the conclusion of the next AGM; or
  - 11.3.2. is more than the number of elected Director Vacancies:
    - 11.3.2.1. the Members who are entitled to receive notice of a general meeting must be given not less than 21 clear days before the AGM in which to cast their votes by electoral voting for such candidates, subject to each Member having a maximum number of votes equal to the number of elected Director Vacancies; and
    - 11.3.2.2. the candidates will be ranked in descending order of valid votes cast and those candidates with the highest number of votes will be elected, in such number as will fill all the elected Director Vacancies, with effect from the conclusion of the next AGM.

**By the Board:**

- 11.4. The Directors may co-opt any Member to fill vacancies in the elected Board members appointed under Article 11.1.. Any such co-opted Board members shall retire at the next AGM when they may seek election.
- 11.5. The Directors may from time to time appoint any person to be a Director, subject to the maximum set out in Article 10.1.. The person appointed need not necessarily be a Member of the Society and shall hold office for such period as the Board may determine subject to a maximum term of three years.
- 11.6. The appointment of any Director by the Board shall be subject to Member approval by ordinary resolution at the AGM next following his appointment.

**12. ELIGIBILITY AND REMOVAL OF DIRECTORS**

- 12.1. No person may be elected or appointed as a member of the Board of Directors:
  - 12.1.1. unless he has attained the age of 16 years;
  - 12.1.2. In circumstances such that, had he already been a Director, he would have been disqualified from acting under the provisions of Article 12.4.; and
  - 12.1.3. unless his election or appointment complies with the eligibility criteria for acting as a Director as set out in the bye-laws of the Society from time to time (if any).
- 12.2. Notwithstanding the other provisions of these Articles or any agreement between the Society and the Directors, the Members at a general meeting may remove a Director from office before the end of his period of office.
- 12.3. Subject to Article 12.4. below, removal of a Director can take place only by the Members passing a special resolution. At least 28 clear days' notice must be given to the Board of



Directors and at least 21 clear days' notice to the Members. Once the Society receives such notice it must immediately send a copy to the Director concerned. He has a right to be heard at the general meeting. He also has the right to make a written statement of reasonable length. If the statement is received in time it must be circulated with the notice of the meeting. If it is not sent out, the Director may require it to be read at the general meeting.

- 12.4. A Director shall automatically cease to hold office if he:
- 12.4.1. ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director;
  - 12.4.2. is disqualified from acting as a Director by virtue of section 72 of the Charities Act 1993 and section 35 of the Charities Act 2006 (or any statutory re-enactment or modification of that provision);
  - 12.4.3. becomes incapable by reason of mental disorder, illness or injury of managing and administering his own affairs;
  - 12.4.4. resigns as a Director by notice in writing to the Society but any purported resignation shall not be valid unless there are immediately thereafter in office Directors comprising the minimum number prescribed by these Articles and the resignation is accepted by the Board of Directors;
  - 12.4.5. is absent without the permission of the Directors from all their meetings held within a period of six consecutive months and the Directors resolve that his office be vacated;
  - 12.4.6. is not re-elected following his retirement pursuant to these Articles; or
  - 12.4.7. enters into a contract of employment with the Society.
- 12.5. All elections, appointments, changes of details, retirement and removals of Directors must be notified to the Registrar of Companies as a change in the Directors of the Society.

### **13. RETIREMENT OF ELECTED DIRECTORS**

At each AGM:

- 13.1. any elected Director who has served for a continuous period of six years must retire and will not be eligible for re-election until the following AGM;
- 13.2. any Director who has served on the board for three years since last elected must retire but will be eligible for re-election; and
- 13.3. if following these retirements and others there are fewer than four vacancies additional Directors shall retire and will be eligible for re-election. Those longest in office must retire first and the choice between any of equal service shall be made by agreement between them or by drawing lots.

### **POWERS AND PROCEEDINGS OF DIRECTORS**

#### **14. POWERS OF DIRECTORS**

- 14.1. The Board of Directors shall manage the business of the Society and may exercise all the powers of the Society save to the extent that the Directors are subject to any restrictions imposed by the Act, the Charities Acts, these Articles or any resolution of the Members.
- 14.2. The Board of Directors may appoint annually a Chairman from among the Directors appointed in accordance with Articles 11.1. to 11.3. and an Honorary Treasurer and other honorary officers from among any of the Board of Directors.
- 14.3. Any deed must be signed by two Directors or one Director and the Company Secretary as authorised personnel of the Society.

- 14.4. The Board of Directors may confer on any person or persons who make voluntary contributions to the funds of the Society such honorific designations as the Board of Directors think fit in recognition of their contribution to the Society. No such person shall have any rights or privileges whatsoever in relation to the Society or its business save for any rights and privileges enjoyed by such persons as a Member.
- 14.5. No alteration of the Articles or any resolution of the Members shall have retrospective effect to invalidate any prior act of the Directors.
- 14.6. Any meeting of the Board of Directors at which a quorum is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.
- 14.7. The Board of Directors may nominate a President and no more than five Vice-Presidents to be appointed by the Members at a general meeting.
- 14.8. The President and Vice-Presidents shall hold office for such periods as the Members shall determine from time to time. A President or Vice-President shall be entitled to speak at any general meeting but unless he is a Member shall not be entitled to vote or count toward the quorum for any EGM or AGM or be under any liability to pay any subscription fee or donation to the Society.

## **15. PROCEEDINGS OF DIRECTORS**

- 15.1. Every Director must sign and lodge with the Society a declaration of willingness to act as a Director of the Society before he is eligible to vote at any meeting of the Directors.
- 15.2. No decision may be made by a meeting of the Board of Directors unless a quorum is present. The quorum shall be five Directors and the majority of the Directors present must have been elected to the Board of Directors in accordance with Articles 11.1. to 11.3..
- 15.3. The Board of Directors may regulate its proceedings as it thinks fit, subject to the provisions of the Articles.
- 15.4. A minimum of two meetings of the Board of Directors must be held in any year. Any Director may call a meeting of the Board of Directors. The Secretary must call a meeting of the Board of Directors if requested to do so by a Director.
- 15.5. Subject to the Articles, the directors may make any rule which they think fit about how they take decisions, and about how such rules are to be recorded or communicated to directors.
- 15.6. 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.
- 15.7. The Chairman or (if the Chairman is unable or unwilling to do so) some other Director chosen by the Directors present shall chair their meetings.
- 15.8. Questions arising at a meeting of the Board of Directors shall be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote.
- 15.9. All acts done by a meeting of Directors shall be valid notwithstanding any vote of a Director who was disqualified from holding office or who had previously retired or who was not entitled to vote on the matter, whether by reason of conflict of interest or otherwise if, without that vote of that Director and the Director being counted in the quorum, the decision had been made by a majority of the Directors at a quorate meeting.
- 15.10. A procedural defect or a technical defect in the appointment of a Director of which the Directors are unaware at the time does not invalidate decisions taken at a meeting.
- 15.11. The Board of Director may delegate any of its powers or functions or the administration of such powers and functions to a committee provided always that the majority of members of that committee shall also be Directors and the terms of any delegation must be recorded in

the minute book and all acts and proceedings of any committees must be fully and promptly reported to the Board of Directors.

## **16. COMMITTEES**

- 16.1. Any committee formed under Article 15.11. must conform to any regulations that the Board of Directors imposes on it and shall also conform to any regulations imposed by the Act, the Charities Acts, these Articles or any resolution.
- 16.2. Any meeting of a committee shall be quorate only if both at the commencement of the meeting and during the entire meeting of the committee a majority of the persons present are Directors.
- 16.3. The Directors on the committee may (unless the Board of Directors directs otherwise) co-opt any person or people to serve on the committee.
- 16.4. All acts and proceedings of the committee must be reported to the Board of Directors as soon as possible.
- 16.5. committee may elect a chairman of its meeting if the Board of Directors does not nominate one.
- 16.6. If at any meeting the committee's chairman is not present within 10 minutes after the appointed starting time, the members of the committee present may choose one of their number to be chairman at the meeting.
- 16.7. A committee may meet and adjourn whenever it chooses.
- 16.8. Questions at the meeting must be decided by a majority of votes of the members of the committee present.
- 16.9. The committee must have minutes entered in minute books. Copies of these minutes must be given to all Directors.

## **17. SECRETARY**

The Board of Directors shall appoint and may remove the Secretary in accordance with part 12 of the Companies Act 2006 and it may decide his period of office, pay (if not a Director) and conditions of service. Any Secretary who is paid for his services as the Secretary may not also be a Director.

## **18. MINUTES**

The Board of Directors must keep minutes entered in minute books, signed by the Chairman of the relevant meeting of all:

- 18.1. appointments of Officers made by the Board of Directors;
- 18.2. proceedings at meetings of the Society;
- 18.3. meetings of the Board of Directors and committees of Directors or committees formed by Directors under Article 15.11. and in accordance with Article 16. including:
  - 18.3.1. the names of the Directors and other persons present at the meeting;
  - 18.3.2. the decisions made at the meetings; and
  - 18.3.3. where appropriate the reasons for the decisions; and
- 18.4. professional advice obtained.

## **ACCOUNTS AND REPORT**

### **19. ACCOUNTS**

- 19.1. The Directors must prepare for each financial year accounts as required by Part 15, Chapter 4 of the Companies Act 2006. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- 19.2. The Board of Directors must keep accounting records as required by sections 386 and 388 of the Companies Act 2006.
- 19.3. The annual accounts are to be audited notwithstanding that the Society may be exempt from audit.
- 19.4. A summary financial statement may be circulated to Members in accordance with the Act.
- 19.5. The accounting records of the Society shall be made available for inspection by Members, subject to such reasonable restrictions as may be imposed from time to time by the Board of Directors.

## **20. ANNUAL REPORT AND RETURN AND REGISTER OF CHARITIES**

- 20.1. The Board of Directors must comply with the requirements of the Charities Acts with regard to:
  - 20.1.1. the transmission of the statements of account to the Commission;
  - 20.1.2. the preparation of an annual report and its transmission to the Commission; and
  - 20.1.3. the preparation of an annual return and its transmission to the Commission.
- 20.2. The Board of Directors must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.
- 20.3. The Board shall present before the Members in an AGM full copies of the Society's annual financial reports and accounts.

## **NOTICES**

### **21. MANNER OF GIVING NOTICE**

- 21.1. The Society may give notice to a Member by hand, by sending it by post in a prepaid envelope addressed to the Member at his address or by email or (where appropriate to Members generally) may be published in any suitable journal or newspaper circulating in the area of benefit or any newsletter distributed by the Society or via the Society's website in accordance with the Act.
- 21.2. A Member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom, Channel Islands or Isle of Man shall not be entitled to receive any notice from the Society.
- 21.3. Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be evidence that the notice was given.
- 21.4. A notice shall be deemed to be given:
  - 21.4.1. on being handed personally to the Member or the authorised representative of a Member organisation;
  - 21.4.2. 48 hours after the envelope containing it was posted;
  - 21.4.3. in the case of an electronic communication, 24 hours after it was sent;
  - 21.4.4. on the date of publication of the newspaper containing the notice; or

21.4.5. as soon as the Member acknowledges actual receipt if earlier.

## **22. INDEMNITY**

- 22.1. The Society shall indemnify every Director, Secretary and other officer against any liability in successfully defending legal proceedings in that capacity, or in connection with any application in which relief is granted by the Court from liability for negligence, default, breach of duty or breach of trust in relation to the Society.
- 22.2. The Society may indemnify an auditor against any liability incurred by him in relation to the Society:
- 22.2.1. in defending proceedings (whether civil or criminal) in which judgment is given in his favour and he is acquitted; or
- 22.2.2. in connection with an application under section 1157 of the Companies Act 2006 (power of the Court to grant relief in case of honest and reasonable conduct) in which relief is granted to him by the Court.
- 22.3. In this Article 22., a "Director", a "Secretary" and an "officer" means any present or former Director, Secretary or other officer of the Society.

## **23. BYE-LAWS**

- 23.1. The Directors may from time to time make such reasonable and proper rules or bye-laws as they may deem necessary or expedient for the proper conduct and management of the Society.
- 23.2. Any bye-law established in accordance with Article 23.1. must be approved by the Members at the next general meeting.
- 23.3. The bye laws may regulate the following matters but are not restricted to them:
- 23.3.1. the admission of Members of the Society (including the admission of organisations to membership) and the rights and privileges of such Members, and the entrance fees, subscriptions and other fees or payments to be made by Members;
- 23.3.2. the conduct of Members of the Society in relation to one another and to the Society's employees and volunteers;
- 23.3.3. the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes; and
- 23.3.4. the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these Articles.
- 23.4. The Board of Directors may determine who shall be affiliated to the Society and may from time to time make, alter or revoke any bye-laws governing any Affiliate or the approval thereof and may make provision for differing classes of Affiliate. If an Affiliate is not a Member then he shall not be entitled to attend, vote or count toward the quorum for any general meeting. The Board of Directors may charge Affiliates an annual subscription fee, the amount of which is to be determined by the Board of Directors from time to time.
- 23.5. The Members in a general meeting have the power to alter, add or repeal the bye-laws.
- 23.6. The Directors must adopt such means as they think sufficient to bring the bye laws to the notice of Members of the Society.
- 23.7. The bye-laws, shall be binding on all Members of the Society and, to the extent applicable, to the Directors and any person serving on a committee (provided always that these bye-laws do not conflict with the Directors' duties under the Act and/or under these Articles). No bye-law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

## 24. DIRECTORS' CONFLICTS OF INTERESTS

- 24.1. The Directors may, in accordance with the requirements set out in this Article 24., authorise any matter proposed to them by any Director which would, if not authorised, involve a Director breaching his duty under section 175 of the Companies Act 2006 to avoid conflicts of interest.
- 24.2. Any authorisation under this Article 24. will be effective only if:
- 24.2.1. the matter in question shall have been proposed by any Director for consideration at a meeting of Directors in the same way that any other matter may be proposed to the Directors under the provisions of these articles or in such other manner as the Directors may determine;
  - 24.2.2. any requirement as to the quorum at the meeting of the Directors at which the matter is considered is met without counting the Director in question; and
  - 24.2.3. the matter was agreed to without his voting or would have been agreed to if his vote had not been counted.
- 24.3. Any authorisation of a matter under this Article 24. may (whether at the time of giving the authority or subsequently):
- 24.3.1. extend to any actual or potential conflict of interest which may reasonably be expected to arise out of the matter so authorised;
  - 24.3.2. be subject to such terms and for such duration, or impose such limits or conditions as the Directors may determine;
  - 24.3.3. be terminated or varied by the Directors at any time.
- This will not affect anything done by the Director prior to such termination or variation in accordance with the terms of the authorisation.
- 24.4. In authorising a Conflict the Directors may decide (whether at the time of giving the authority or subsequently) that if a Director has obtained any information through his involvement in the Conflict otherwise than as a Director of the Society and in respect of which he owes a duty of confidentiality to another person the Director is under no obligation to:
- 24.4.1. disclose such information to the Directors or to any Director or other officer or employee of the Society;
  - 24.4.2. use or apply any such information in performing his duties as a Director;
- where to do so would amount to a breach of that confidence.
- 24.5. Where the Directors authorise a Conflict they may provide, without limitation (whether at the time of giving the authority or subsequently) that the Director:
- 24.5.1. is excluded from discussions (whether at meetings of Directors or otherwise) related to the Conflict;
  - 24.5.2. is not given any documents or other information relating to the Conflict;
  - 24.5.3. may or may not vote (or may or may not be counted in the quorum) at any future meeting of Directors in relation to any resolution relating to the Conflict.
- 24.6. Where the Directors authorise a Conflict:
- 24.6.1. the Director will be obliged to conduct himself in accordance with any terms imposed by the Directors in relation to the Conflict;

24.6.2. the Director will not infringe any duty he owes to the Society by virtue of sections 171 to 177 of the Companies Act 2006 provided he acts in accordance with such terms, limits and conditions (if any) as the Directors impose in respect of its authorisation.

24.7. A Director is not required, by reason of being a Director (or because of the fiduciary relationship established by reason of being a Director), to account to the Society for any remuneration, profit or other benefit which he derives from or in connection with a relationship involving a Conflict which has been authorised by the Directors or by the Society in general meeting (subject in each case to any terms, limits or conditions attaching to that authorisation) and no contract shall be liable to be avoided on such grounds.

## **25. DIRECTORS' DECLARATIONS OF INTERESTS**

25.1. A Director who is in any way, whether directly or indirectly interested in a proposed transaction or arrangement with the Society shall declare the nature and extent of his interest to the other Directors before the Society enters into the transaction or arrangement in accordance with the Act.

25.2. A Director who is in any way, whether directly or indirectly, interested in a transaction or arrangement that has been entered into by the Society shall declare the nature and extent of his interest to the other Directors as soon as is reasonably practicable in accordance with the Act, unless the interest has already been declared under Article 25.1..

25.3. Subject, where applicable, to the disclosures required under Article 25.1. and Article 25.2., and to any terms and conditions imposed by the Directors in accordance with Article 24., a Director shall be entitled to vote in respect of any proposed or existing transaction or arrangement with the Society in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present.

25.4. A Director need not declare an interest under Article 25.1. and Article 25.2. as the case may be:

25.4.1. if it cannot reasonably be regarded as likely to give rise to a conflict of interest;

25.4.2. of which the Director is not aware, although for this purpose a Director is treated as being aware of matters of which he ought reasonably to be aware;

25.4.3. if, or to the extent that, the other Directors are already aware of it, and for this purpose the other Directors are treated as aware of anything of which they ought reasonably to be aware; or

25.4.4. if, or to the extent that, it concerns the terms of his service contract that have been, or are to be, considered at a board meeting.

## **26. DISSOLUTION**

26.1. Every Member of the Society undertakes to contribute to the assets of the Society in the event of its being wound up while he is a Member or within one year after he ceases to be a Member for payment of the debts and liabilities of the Society contracted before he ceases to be a Member and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves such amount as may be required not exceeding 50 pence.

26.2. 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 some other institution or institutions having an object or objects similar to the Objects and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as is imposed on the Society under the Objects, such institution or institutions to be determined by the Members of the Society at or before the time of dissolution or in default thereof to some charitable object.

