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Company Number: 00035060

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**THE COMPANIES ACT 2006**  
**PRIVATE COMPANY LIMITED BY GUARANTEE WITHOUT SHARES**  
**ARTICLES OF ASSOCIATION**  
**OF**  
**THE SUFFOLK HORSE SOCIETY**

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## Part 1

1. The Name of the Society is "The SUFFOLK HORSE SOCIETY."
2. The Registered Office of the Society will be situated in England.
3. The Objects for which the Society is established are:-

### OBJECTS

1. To maintain the purity of the breed known as the Suffolk Horse and to promote the breeding of the same.
2. To collect, verify, preserve, and publish pedigrees of the said breed, and other useful information relating thereto.
3. To promote the general interests of members of the Society in connection with the breeding and ownership of Suffolk Horses.
4. To investigate suspicious or doubtful pedigrees of horses registered or submitted for registration in the Society, and other alleged misrepresentations relating thereto, and to record the result of such investigation.
5. To offer prizes or premiums for Suffolk Horses at Shows of any Society.
6. To institute inquiries and when necessary and lawful to prosecute or defend legal or other proceedings relating to the Suffolk Horse in connection with the Society.
7. To raise and manage funds, and generally to do all such other lawful things which may be incidental or conducive to the attainment of the above objects.
8. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion and furtherance of the objects of the Society, as set forth in these Articles, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise howsoever, by way of profit to the members of the Society, provided that nothing herein shall prevent the payment in good faith, or remuneration to any Secretary, editor, officer, clerk, or servant of the Society, or to any member of the Society, or other person, in return for any services actually rendered to the Society, or prevent any member from receiving prizes offered by the Society, or prevent the borrowing of money by the Society from any members thereof under any power of borrowing, at any rate of interest not exceeding five per cent.
9. The fourth paragraph of these Articles is a condition on which a licence is granted by the Board of Trade to the Society, in pursuance of the 23rd section of the Companies' Act, 1867.
10. If any member of the Society pays or receives any dividend, bonus, or other profit in contravention of the terms of the fourth paragraph of these Articles his or her liability shall be unlimited.
11. Every member of the Society undertakes to contribute to the assets of the Society, in the event of the same being wound up during the time that he or she is a member, or within one year afterwards, for payment of the debts and liabilities of the Society contracted before the time at which he or she ceases to be a member, and of the costs, charges, and expenses of winding up the same, and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding £2; or in case of his or her liability becoming unlimited, such other amount as may be required, in pursuance of the last preceding paragraph of these Articles.



12. 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 objects similar to the objects of the Society to be determined by the members of the Society, at or before the time of dissolution or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter.
13. True accounts shall be kept of the sums of money received and expended by the Society, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits, and liabilities of the Society, and subject to any reasonable restrictions as to the time and manner of inspecting the same, that may be imposed in accordance with the regulations of the Society for the time being, shall be open to the inspection of the members. Once at least in every year the accounts of the Society shall be examined, and the correctness of the balance sheet ascertained by one or more Auditor or Auditors.



## ARTICLES OF ASSOCIATION OF THE SUFFOLK HORSE SOCIETY

### Part 2

1. It is declared for the purpose of registration that the number of members of the Society shall be limited to 5,000.
2. The Society does not adopt any of the Model Articles for private companies limited by guarantee contained in Schedule 2 of the Companies (Model Articles) Regulations 2008.
3. The Society is established for the purposes expressed in these Articles.
4. The Society was established under the Companies Acts 1862 and 1883 as a limited company and is registered under the 23rd section of the Companies Act 1867 as a company with limited liability without the addition of the word limited to its name.
5. Each Council Member shall be a director of the Society for the purposes of the Companies Act 2006 and otherwise, and accordingly each Council Member shall be subject to all the duties imposed upon directors pursuant to the Companies Act 2006.
6. Each Council Member shall be a charity trustee of the Society for the purposes of the Charities Acts and must abide by the law relating to the functions and obligations of the charity trustees and take account of guidance issued by the Commission.

### **MEMBERS**

7. Any person taking an interest in the breed known as the Suffolk Horse (also known as the Suffolk Punch) may and shall become a member who, having signified to the Council in writing his or her desire to become a member, shall be approved by the Council and entered on the register of members. Any member may at any time retire from membership on giving written notice to that effect to the Suffolk Horse Society head office for the time being but unless such notice is given on or before the anniversary of his or her joining in relation to the year following the retiring member shall, if an annual member, pay notwithstanding his or her retirement the annual subscription of the year in which the retirement takes place. Every member shall be either a life member (save and except that a corporate member shall not be eligible to be a life member) or an annual member. The level of subscriptions shall be determined by the Council and annual subscriptions shall be payable in advance on the first day of January in each year or on such other day as the Council may from time to time prescribe.
8. The Council may at any time elect as an honorary member of the Society any person of whom they may approve. Honorary members shall not be required to pay any subscription.
9. The rights and privileges of every member of the Society shall be personal to himself or in case of death his or her personal representatives and shall not be transferable or transmissible either by his or her own act or by operation of law and the right or privilege of a life member shall cease at the expiration of one year from the date of death.
10. Any member who shall fail in the observance of any lawful rule, regulation or bye-law made by the Council of the Society or whose conduct in any respect shall be in the opinion of the Council derogatory to the character or prejudicial to the interests of the Society may be removed from the Society (and if a member of the Council, from the Council) by a resolution of the Council to that effect passed by a majority of at least two-thirds of the members of the Council present and voting at a special Council meeting of which not less than twenty-one



days previous notice specifying the intention to propose such resolution shall have been sent to the member whose removal is in question and to all members of the Council and at which not less than twelve members of the Council, exclusive of the member whose removal is in question, if he or she happens to be a member of the Council shall be present. Notice of the general nature of the grounds on which such resolution is proposed shall be sent to the member whose removal is in question at least fourteen days before the meeting and he or she shall be entitled to send in writing to the Secretary his or her answers to the charges made or if a member of the Council to be heard on the proposal of the resolution.

11. The Council may create such further class or classes of supporters who take an interest in the Suffolk Horse as they may decide, granting to such class or classes such privileges and levying such subscriptions as the Council may from time to time determine but so long as such supporters, unless they become members as aforesaid, shall not enjoy the rights and privileges of being members.

12. The Patron of the Society shall be appointed by the Council from time to time.

13. The Vice Patron shall be appointed by the Council from time to time.

14. **COUNCIL**

14.1 The Council of the Society shall consist of up to twenty-four Ordinary Councilmen (as hereinafter defined) who may include the President, President-Elect and the Retiring President who shall also be members of the Council. Those members of the Council not being President, President-Elect or Retiring President shall be called Ordinary Councilmen. A President-Elect, President or Retiring President who shall at the time of his or her appointment already be an Ordinary Councilman shall on the expiration of his or her term of office resume and hold his or her former office as an Ordinary Councilman for the then remainder, if any, of the term for which he or she was originally appointed. If a President-Elect, President and Retiring President are not serving Council members at the time of their appointment they shall be members of the Council during the time for which they are in office only and the membership of the Council shall be increased beyond twenty-four during such period. Where a President-Elect, President or Retiring President are already Ordinary Councilmen when appointed such appointments shall not thereby increase the total membership of the Council by creating a vacancy.

14.2 Members may be co-opted to the Council at the first meeting of the Council after the Annual General Meeting but the number of co-opted members serving on the Council shall not at any time exceed three. A co-opted member shall only hold office until the Annual General Meeting next following his or her appointment but may thereupon or thereafter be again co-opted provided that no person who has been a co-opted member in any part of each of three consecutive years may be again co-opted until the expiration of one year from his or her last ceasing to hold office. A co-opted member or former co-opted member shall be eligible for election as an Ordinary Councilman.

14.3 At the first meeting of the Council in every year next after the Annual General Meeting of the Society the members of the Council shall elect from the members of the Council a member to be Chair of the Council who shall hold office as such until a successor shall have been duly elected at the first meeting of the Council next after the Annual General Meeting of the Society in the following year. The Chair who is retiring shall be eligible for re-election until he or she shall have served in the office of Chair of the Council for a period of three consecutive years (or at the discretion of the members of the Council for one further period of one year) when he or she shall retire from the chairmanship of the Council and shall not be eligible for re-election as such until the expiration of one year from his or her retirement.



- 14.4 The members of the Council shall elect from the members of the Council a member to be Vice Chair of the Council at the first meeting of the Council in every year after the Annual General Meeting of the Society. The Vice Chair who is retiring shall be eligible for re-election until he or she shall have served in the office of Vice Chair of the Council for a period of three consecutive years (or at the discretion of the members of the Council for one further period of one year) when he or she shall retire from the vice-chairmanship of the Council and shall not be eligible for re-election as such until the expiration of one year from his or her retirement. The tenure of office of the Vice Chair shall be the same as that of the Chair. In the case of a casual vacancy in the office of Chair the Vice Chair shall act as Chair.
- 14.5 At the said first meeting of the Council in every year, the members of the Council shall elect from amongst the Council Members a member to be Honorary Treasurer. The Honorary Treasurer shall hold office until he or she shall cease to be a member of the Council. Any casual vacancy in the office of Honorary Treasurer shall be filled as aforesaid at the next meeting of the Council following the vacancy occurring. The retiring Honorary Treasurer shall be eligible for re-election so long as he or she remains a member of the Council.

#### **Declaration of Council Members' interests**

15. A Council Member must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the Society or in any transaction or arrangement entered into by the Society which has not previously been declared. A Council Member shall absent himself or herself from any discussions of the Council Members 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).

#### **16. Conflicts of interests and conflicts of loyalties**

- 16.1 If a conflict of interests arises for a Council Member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the Articles, the unconflicted Council Members may authorise such a conflict of interests where the following conditions apply:
- 16.1.1 the conflicted Council Member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
  - 16.1.2 the conflicted Council Member does not vote on any such matter and is not to be counted when considering whether a quorum of Council Members is present at the meeting; and
  - 16.1.3 the unconflicted Council Members consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying.
- 16.2 In this Article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Council Member or to a connected person.

#### **17. PROCEEDINGS OF COUNCIL MEMBERS**

- 17.1 The Council Members may regulate their proceedings as they think fit, subject to the provisions of the Articles.
- 17.2 Any Council Member may call a meeting of the Council Members.



- 17.3 The Secretary (if any) or in the absence of a Secretary an employee of the Society must call a meeting of the Council Members if requested to do so by a Council Member and reasonable notice of the meeting must be given.
- 17.4 Questions arising at a meeting shall be decided by a majority of votes.
- 17.5 In the case of an equality of votes, the person who is chairing the meeting shall have a second or casting vote.
- 18.
- 18.1 No decision may be made by a meeting of the Council Members unless a quorum is present at the time the decision is purported to be made. 'Present' includes being present by suitable electronic means agreed by the Council Members in which a participant or participants may communicate with all the other participants.
- 18.2 A Council Member shall not be counted in the quorum present when any decision is made about a matter upon which that Council Member is not entitled to vote.
19. If the number of Council Members is less than the number fixed as the quorum, the continuing Council Members or Council Member may act only for the purpose of filling vacancies or of calling a general meeting.
- 20.
- 20.1 The Council Members shall appoint a Council Member to chair their meetings and may at any time revoke such appointment.
- 20.2 If no-one has been appointed to chair meetings of the Council Members or if the person appointed is unwilling to preside or is not present within ten minutes after the time appointed for the meeting, the Council Members present may appoint one of their number to chair that meeting.
- 20.3 The person appointed to chair meetings of the Council Members shall have no functions or powers except those conferred by the Articles or delegated to him or her by the Council Members.
- 21.
- 21.1 A resolution in writing or in electronic form agreed by all of the Council Members entitled to receive notice of a meeting of the Council Members and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Council Members duly convened and held.
- 21.2 The resolution in writing or in electronic form may comprise several documents containing the text of the resolution in like form to each of which one or more Council Members has signified their agreement.
22. Participation in meetings may be by electronic facility which means that a meeting may be held by suitable electronic facility agreed by the Council Members in which each participant may communicate with all the other participants. Meetings held by electronic facility must comply with rules for the meetings including chairing and the taking of Minutes. Any Council Member participating in a meeting by suitable electronic facility agreed by the Council in which a participant or participants may communicate with all other participants shall qualify as being present at the meeting. All trustees can either participate by electronic facility or face to face.





## **RENEWAL OF THE COUNCIL**

23. At the Annual General Meeting in every year the Society shall elect from among its members a President-Elect who shall take office as President at the conclusion of the Annual General Meeting next following that at which he or she is elected and his or her predecessor (herein referred to as the Retiring President) shall retire from office at that same time. Subject as set out in this Article 23 Ordinary Councilmen shall hold office for four years and shall be renewed by the retirement and election of six of their number every year . Those who retire shall be those who have been longest in office since their last appointment or reappointment but as between persons of equal standing those to retire shall be determined by lot. Those to retire shall include those in each case who would have retired had he or she not ceased to be in office in accordance with Article 26.
24. A Retiring President shall be ineligible for re-election to the position of President or President-Elect for one year following his or her vacation of office. Ordinary Councilmen shall be eligible for re-election to the Council forthwith following the expiry of a term of office.
25. If and whenever a President dies or resigns before the expiration of his or her term of office the Council shall appoint a member of the Council to be President for the remainder of the term for which his or her predecessor would but for his or her death or resignation have held the office and whenever an Ordinary Councilman is appointed President his or her place as an Ordinary Councilman shall not be filled up.
26. If and whenever an Ordinary Councilman dies, resigns or is removed from the Society before the expiration of his or her term of office the Council may from time to time appoint a member of the Society to serve on the Council as a substitute of the Ordinary Councilman so dying, resigning or removed for the remainder of the term during which he or she would but for his or her death, resignation or removal have held office and the like order shall be observed as often as occasion may require if and whenever the substitute for any such Ordinary Councilman dies, resigns or is removed. If and whenever a member of the Council shall have been absent from the meetings of the Council for a period of one year without reasons for such absence which shall be satisfactory to a majority of the Council at their first meeting after the expiration of such year, he or she shall be deemed to have been removed from the Council and his or her place may be filled up as lastly hereinbefore provided.
27. The Council shall be deemed to be duly constituted and shall continue to possess all the powers hereby conferred upon it notwithstanding any vacancies in its body.
28. The quorum for meetings of the Council shall be eight.

## **POWERS AND DUTIES OF COUNCIL**

29. The Council shall exercise all the powers and perform all the duties of the Society and shall have power to do all such things as may be incidental or conducive to the attainment of the objects of the Society mentioned in Part 1 of these Articles.
30. It is, however, hereby expressly declared (by way of amplification and not in limitation of the general powers or duties conferred or implied by or in the last preceding Article) that the Council shall have and may exercise and perform the following powers and duties, viz:-
  - 30.1 They may from time to time convene and hold General Meetings of the Society.



- 30.2 They may from time to time frame, make, alter and rescind rules, regulations and bye-laws for registering the names and addresses of members and subscribers, for conducting the business and carrying out the objects of the Society and for conducting the business of the Council and they may impose fines for breach of any such rules, regulations or bye-laws, provided that this shall not authorise the making, altering or rescinding rules, regulations or bye-laws in any case where such making, altering or rescinding would amount to such an addition to or alteration of the Articles of Association as could only legally be made by a special resolution in accordance with the Act.
- 30.3 They may appoint committees of any number (not less than three) of members of their body and of the Society and such committees must report their findings to the Council. The composition, conditions of delegation to each committee and terms of reference of each committee are to be determined by the Council from time to time and each committee must adhere to such conditions and terms of reference.
- 30.4 They may acquire for the Society any pedigrees or publications with the copyright therein respectively (if any) the possession of which they may deem likely to be in any way advantageous to the Society and may establish any new publications devoted to or bearing upon any object of the Society provided that the copyright of every publication acquired or established by or on behalf of the Society shall be vested in the Society or in trustees to be nominated by them for the benefit of the Society.
- 30.5 They may continue any contract with the printers or publishers of any publication acquired by the Society that may be subsisting at the date of such acquisition and may enter into and make any new or altered contracts or arrangements with the same or any other printers or publishers for the printing, publishing, distribution, sale or management of any such acquired publication or of any publication whatsoever of the Society.
- 30.6 They may from time to time regulate the nature, form and contents of and also the terms and conditions as to entries in and also the time and mode and terms of issue of any publication of the Society and all arrangements and details connected therewith and in particular they shall have power (so far as they may not be fettered by any subsisting contract or engagement) from time to time to fix and alter the price of any publication of the Society and the charges to be levied for the insertion therein of entries relating to the Suffolk Horse and other matters.
- 30.7 They may accept annual or other subscriptions of money from members of and subscribers to the Society or any other persons in payment for any publication of the Society and they may make arrangements for supplying any such publication to any member or other person during his or her life or for any other period on the terms of receiving a lump sum of money in advance or on such other terms as they may think fit.
- 30.8 Subject to the provisions of the Charity Acts they may purchase, hire or take on lease for the purposes of the Society any houses, lands, goods, chattels, including livestock or effects and they may sell, let and dispose of the property of the Society when and as they may think fit.
- 30.9 So far as allowed by law they may at their discretion and upon such legitimate terms as they may think fit, institute, conduct, compromise, refer to arbitration and abandon any legal equitable or criminal proceedings against any person or persons whomsoever and may at the like discretion defend, compromise, refer to arbitration and abandon any legal, equitable or criminal proceedings brought against the Council or the Society or any member, officer, printer or publisher of or other person employed by or connected with the Society in all cases in which such proceedings may be connected in any way with the property or affairs of the Society or may be deemed by the Council calculated to further the objects of the Society and may at the like discretion compound, refer to arbitration and settle all claims and demands upon the Society, the Council or any person employed by or connected with the Society and may at the like discretion pay out of the funds of the Society all claims and demands against the Society and also all claims and demands, damages and expenses which may arise out of or be



incidental to any such proceedings as aforesaid and that whether the Council or the Society shall or shall not be primarily or directly liable for the same.

- 30.10 They may from time to time appoint, employ and remove an employee or employees of the Society, also any editor or editors of any publication of the Society and any other officers, clerks and servants at such salaries and wages respectively and with such respective duties and spheres of employment and generally upon such terms as they may think fit.
- 30.11 Subject to such consents as may be required by law they may borrow money for the purposes of the Society at any rate of interest and may give securities for any such monies upon any property of the Society.
- 30.12 They may place any monies of the Society not required for immediate use upon deposit at interest with a financial institution licensed by the Financial Services Authority or any statutory body that may succeed it and they may invest any such monies and generally deal with the property of the Society in such manner as they may think fit and may, for the time being, be empowered to do by these Articles.
31. The funds of the Society shall be applied as follows, namely:-
  - 31.1 In payment of the current expenses and other disbursements of the Council in the conduct of the business of the Society or in relation thereto.
  - 31.2 In payment of the salaries and expenses of the employee or employees, Secretary, editor or editors and other officers, clerks and servants for the time being of the Society.
  - 31.3 In defraying all expenses of or connected with the printing, publication, sale and distribution of the publications of the Society.
  - 31.4 In paying the purchase money or rent of any lands purchased or hired by the Society or any repairs or other outgoings in respect of such lands and in paying for any other property acquired by the Society.
  - 31.5 In payment of the interest and repayment of the principal of any moneys borrowed by the Society or in constituting a reserve fund to meet future contingencies or in reducing the price charged for any publication of the Society or in payment of the claims, demands, damages and expenses mentioned in Article 30.9 or generally upon or for any object or purpose expressly or implied by, covered by these Articles, but the Council shall have power subject always to the provisions of the Charities Acts and to subsisting engagements from time to time to vary the application of the funds of the Society in such manner as they shall think fit.

## **MEETINGS**

32. 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 Council and shall specify the meeting as such in the notices calling it and every Annual General Meeting shall be held not more than fifteen months after the holding of the last preceding Annual General Meeting.
33. Not less than twenty-one days previous notice of any General Meeting shall be sent to every member.
34. All General Meetings other than Annual General Meetings shall be called General Meetings.
35. The Council may whenever they think fit and they shall upon a requisition made in writing by not less than fifteen members of the Society convene a General Meeting.



36. Any requisition made by the members shall express the object of the meeting proposed to be called and shall be left at the Registered Office of the Society.
37. Upon the receipt of such requisition the Council shall forthwith proceed to convene an Extraordinary General Meeting. If they do not proceed to convene the same within twenty-one days of the date of the requisition, the requisitionists or any other members amounting to the required number may themselves convene an Extraordinary General Meeting.
38. Twenty-one days' notice at least, specifying the place or the method by which it is to be held, the day and the hour of meeting and in case of special business the general nature of such business shall be given to the members in manner hereinafter mentioned or in such other manner if any as may be prescribed by the Society in General Meeting but the non-receipt of such notice by any member shall not invalidate the proceedings at any General Meeting.
39. All business shall be deemed special that is transacted at an Extraordinary General Meeting and all that is transacted at an Annual General Meeting with the exception of the election of members of the Council and the consideration of the Accounts and Balance Sheets and of the ordinary report of the Council.
40. With respect to every election of Ordinary Councilmen at Annual General Meetings, the following procedure shall be observed, viz:-
  - 40.1 Every nomination of a candidate for the election to the Council shall be made in writing and shall not be valid unless
    - 40.1.1 it is signed by at least two members (other than the candidate). The candidate should give a brief account, not to exceed 50 words, of his/her career and experience with Suffolk Horses and indicate his/her willingness to serve and attend meetings
    - 40.1.2 it is received by the Secretary not less than thirty days before the date of the Annual General Meeting. The Secretary shall prepare a voting paper containing the names of all those who have been proposed for election as Council members and indicating the number of vacancies. A copy of such voting paper shall be sent by post or in electronic form as Council directs to every paid up member of the Society and each such member shall thereupon fill up his/her voting paper by placing a cross on the right hand side opposite the name of each of the members for whom he or she votes. An independent scrutineer shall be appointed by the Council. Completed ballot papers are returned to the independent scrutineer within the timeframe prescribed for the purpose and the independent scrutineer shall count the votes and inform the Council Member appointed to receive the votes, who reports to the meeting the names of such members corresponding to the number of vacancies as have the highest number of votes. Such members shall then be declared by the Chair and shall be deemed to be members of the Council. The voting papers shall be destroyed after the meeting.
    - 40.1.3 No member shall vote for more names than the number of vacancies. If any voting paper should contain more than that number of votes it shall be rejected by the scrutineers. No member shall be allowed to vote otherwise than as aforesaid. In the event of there being an equality of votes upon which election depends, the selection as between the candidates having the same number of votes shall be determined by lot which shall be carried out by the independent scrutineer by such method as he or she shall determine.
41. At every Annual General Meeting an accountant shall be appointed by resolution for the then ensuing year. The accountant shall examine the Accounts of the Society previously to the Annual General Meeting succeeding his, her or their appointment and a statement showing the



financial position of the Society and examined and certified by the accountant shall be laid before every Annual General Meeting and shall be considered by the members at such meeting.

42. Any meeting may be adjourned as the members present thereat shall resolve.
43. The President or in his or her absence the President-Elect or in the absence of both, then any member elected for the purpose by the members present shall take the Chair at such General Meetings.
44. In the case of an equality of votes at a General Meeting the Chair of the meeting shall have a second or casting vote in addition to his or her vote as a member.
45. The minute books of Council meetings of the Society shall be open to the inspection of the members at all reasonable times at the Registered Office of the Society, by appointment. Recording of the minute books is not permitted. A member of Council should be in attendance when the minute books are inspected. Only Council meeting minutes already approved and adopted by the Council may be viewed.
46. The quorum of members at a General Meeting shall be twenty.

#### **Attendance by electronic facility**

47. The Council Members can decide to enable persons to attend and participate in a general meeting partly or wholly by simultaneous attendance and participation by means of electronic facility and can decide the means, or all different means, of attendance and participation used in relation to the general meeting. The members present in person or by proxy by means of electronic facility or facilities (as decided by the Council Members) shall be counted in the quorum for, and be entitled to participate in, the general meeting in question. That meeting should be properly constituted and its proceedings valid if the Chair of the general meeting has decided that adequate facilities are available throughout the meeting to ensure that members attending the meeting by all means (including the means of an electronic facility) are able (provided that they have adequate apparatus and connectivity) to:-
  - 47.1.1 participate in the business for which the meeting has been convened; and
  - 47.1.2 hear all persons who speak at the meeting provided that members shall not have a right to participate in a meeting other than by voting.
48.
  - 48.1 A resolution put to the vote at a general meeting held wholly or partly by means of electronic facility shall be decided on a poll, which poll votes may be cast by such electronic or other means as the Council, in its sole discretion, deems appropriate for the purposes of the meeting. Any such poll shall be deemed to have been validly demanded at the time fixed for the holding of the meeting to which it relates.
  - 48.2 Subject to Article 48.1 at a general meeting, every resolution (proposition) put forward will be decided on a show of hands unless, before or at the time of the show of hands, a poll:
    - 48.2.1 is ordered by the Chair of the general meeting or
    - 48.2.2 demanded by at least five voting members (present at the meeting or by proxy).



Any reference in these Articles to a show of hands shall include any other method of voting specified in the notice convening a meeting at which the vote is taken and any vote or votes cast by that method shall be counted in determining the result of the show of hands. When a decision is made on a show of hands or by such other methods of voting, the Chair of the general meeting's declaration of the result will be binding, and that decision will be recorded in the minutes for the meeting. Those minutes will be conclusive evidence of the decision. No other proof needs to be provided. The number or proportion of votes for and against the resolution does not need to be recorded.

### **Adjournment**

49. The Chair may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time, and from place to place, but no business shall be transacted at any adjourned meeting other than business which might have been transacted at the meeting from which the adjournment took place. Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as of an original meeting. Save as aforesaid, the members shall not be entitled to any notice of an adjournment, or of the business to be transacted at an adjourned meeting.

### **Polls**

50. Subject to the provisions of Article 51, if a poll be demanded in manner aforesaid, it shall be taken at such time and place, or by means of such electronic facility or otherwise, and in such manner, as the Chair of the meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

### **No Poll Appropriate**

51. Except in the case of a general meeting held wholly or partly by means of electronic facility no poll shall be demanded on the election of a Chair of a meeting, or on any question of adjournment.

### **Poll no interruption**

52. The demand for a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

### **Content of proxy notices**

53.

53.1 Proxies may only validly be appointed by a notice in writing (a 'proxy notice') which: \_

53.1.1 states the name and address of the member appointing the proxy;

53.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

53.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Council Members may determine; and

53.1.4 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.



- 53.2 The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 53.3 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.
- 53.4 Unless a proxy notice indicates otherwise, it must be treated as:-
- 53.4.1 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
  - 53.4.2 appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

### **Delivery of proxy notices**

- 54.
- 54.1 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.
  - 54.2 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.
  - 54.3 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.
  - 54.4 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.

### **Postponement of General Meeting**

55. If, after the sending of a notice of a general meeting but before the meeting is held, or after the adjournment of a general meeting but before the adjourned meeting is held, whether or not notice of the adjourned meeting is required the Council Members considers that it is impracticable or unreasonable for any reason to hold a general meeting on the date or at the time or place specified in the notice calling the general meeting and/or by means of the electronic facility specified in the notice, it may postpone the general meeting to another date, time and/or place and/or change the electronic facility. If such a decision is made the Council Members may then change the place and/or electronic facility and/or postpone the date and/or time again if it considers that it is reasonable to do so. No new notice of the general meeting need be sent but the Council Members shall take reasonable steps to ensure that the notice of the change of date, time, place of and/or electronic facility for the postponement meeting appear at the original time and at the original place and/or on the original electronic facility. When a general meeting is so postponed, notice of the date, time and place, including any electronic facility if applicable, of the postponed meeting shall be given in such manner as the Council Members may decide. No business shall be dealt with at any postponed meeting other than business which might properly have been dealt with at the meeting had it not been postponed. Notice of the business to be dealt with at such postponed meeting shall not be





required. If a general meeting is postponed in accordance with this Article 55 the appointment of a proxy shall be valid if it is delivered and received as required by these Articles not less than forty eight hours before the time for holding the postponed meeting and when calculating the forty eight hour period mentioned in this Article the Council Members can decide not to take account of any part of the day that is not a working day.

### **Safety and Identity**

56.

56.1 The Council Members may, for the purpose of ensuring the safety of those attending at any place specified by the holding of a general meeting, from time to time make such arrangements as they shall in their absolute discretion consider to be appropriate and may from time to time vary any such arrangements or make any new arrangements therefor.

56.2 The Council Members may direct that any person wishing to attend any general meeting held at a physical place should provide evidence of identity and submit to such searches or other security arrangements or restrictions (including restrictions in items of personal property to be taken into the meeting) as the Council Members shall consider appropriate in the circumstances.

56.3 If a general meeting is held wholly or partly by means of an electronic facility pursuant to Article 47 the Council Members and the Chair of the general meeting may make any arrangements and impose any requirement or restriction that is necessary to ensure the identification of those taking part by means of such electronic facility or facilities and the security of the electronic communication. In this respect the Council Members may authorise any voting system or facility for attendance and participation as it sees fit.

56.4 The Council Members shall be entitled to authorise one or more persons (including any Council Members, the Secretary, an employee of the Society or the Chair) to refuse physical or electronic entry to, or reject (physically or electronically) from any meeting any person who fails to provide such evidence of identity or to submit to such searches or to otherwise comply with such security arrangements or restrictions as are required pursuant to this Article.

57. If within one hour from the time appointed for the meeting a quorum is not present the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such day and at such time and place as the meeting shall decide. And if at such adjourned meeting a quorum is not present it shall be adjourned sine die.

### **COMMON SEAL**

58. The custody of the Common Seal of the Society shall be vested in such person or persons as the Council shall from time to time appoint and a resolution of the Council directing the Common Seal to be affixed to any deed or other document shall be a sufficient authority and indemnity to any person or persons affixing the Common Seal pursuant to such direction.

### **NOTICES**

59.

59.1 Any notice to be given to or by any person pursuant to the Articles:

59.1.1 must be in writing; or

59.1.2 must be given in electronic form.





- 59.2 A notice shall be served by or on behalf of the Society upon a member either personally or by sending it through the post in a prepaid letter addressed to the member at his or her registered place of abode or in electronic form to the email address as recorded for the member and any notice if served by post or electronic means shall be deemed to have been served when the letter containing the same was dispatched and in proving such service it shall be sufficient to prove that the letter containing the notice was addressed as aforesaid and put into the post office or submitted electronically.
- 59.3
- 59.3.1 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 59.3.2 Proof that an electronic form of notice was given shall be conclusive where the Society can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- 59.3.3 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
  - (b) in the case of an electronic form of communication 48 hours after it was sent.
60. A member of the Council or other officer, employee or the independent appointed accountant for the time being of the Society acting in relation to any of the affairs of the Society shall be indemnified out of the assets of the Society from and against any liability incurred by him in defending any proceedings (whether civil or criminal) in which judgment is given in his or her favour or in which he or she is acquitted or in connection with an application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Society. Subject to the consent of the Charity Commission the Society may purchase and maintain for any such person insurance against liability in respect of any negligence, default, breach of duty or breach of trust of which he or she may be guilty in relation to the Society.

## Rules

- 61.
- 61.1 The Council Members 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.
- 61.2 The bye laws may regulate the following matters but are not restricted to them:
- 61.2.1 the admission of members of the Society (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - 61.2.2 the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;
  - 61.2.3 the setting aside of the whole or any part or parts of the Society's premises at any particular time or times or for any particular purpose or purposes;



61.2.4 the procedure at general meetings and meetings of the Council Members in so far as such procedure is not regulated by the Companies Acts or by the Articles;

61.2.5 generally, all such matters as are commonly the subject matter of company rules.

61.3 The Council Members must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Society.

61.4 The rules or bye laws shall be binding on all members of the society. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the Articles.

### Disputes

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

### Interpretation

63. In the Articles:

address	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the Society
Articles	means the Society's Articles of association;
Charities Acts	means the Charities Acts 1992, 1993, 2011 and 2022;
Society	means the company intended to be regulated by the Articles;
Commission	means the Charity Commission for England and Wales;
Companies Acts	means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the Society;
Council	means the Council Members of the Society;
Council Members	means the Council Members of the Society. The Council Members are charity trustees as defined by section 177 of the Charities Act 2011;
document	includes, unless otherwise specified, any document sent or supplied in electronic form;
electronic facility	means conference call systems and any device, system, procedure, method or other facility whatsoever providing and electronic means of attendance at or participation in (or both attendance at and participation in) a meeting of Council Members in accordance with Article 22 or a general meeting as decided by the Council Members in accordance with Article 47;



electronic form	means a document or information is sent or supplied in electronic form if it is sent or supplied by electronic means; or in any other way in electronic form;
Ordinary Councilmen	means such persons as are referred to in Article 14;
Patron	means the person who is referred to in Article 12;
President	means such person as is appointed in accordance with Article 23;
President Elect	means such person as is elected in accordance with Article 23;
Registered Office	means the office at which the Society is registered at Companies House;
Retiring President	means such person as is referred to in Article 23;
the Common Seal	means the common seal of the Society if it has one;
Secretary	means the duties of the company secretary of the Society under company law;
Vice Patron	means the person who is referred to in Article 13.

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

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

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