

THE COMPANIES ACT 2006

PRIVATE COMPANY LIMITED BY GUARANTEE

# Articles of Association of The Britain-Australia Society

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Incorporated in England and Wales under registered  
number 01030451

(adopted by Special Resolution passed on  
11 February 2010)

# Articles of Association

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## Part A – Interpretation, Objects and Limitation of Liability

### 1. Defined terms

1.1 In the articles, unless the context requires otherwise

**Act** means the Companies Act 2006,

**articles** means the Society's articles of association,

**bankruptcy** includes individual insolvency proceedings in a jurisdiction other than England and Wales or Northern Ireland which have an effect similar to that of bankruptcy,

**Board** means the board of directors of the Society,

**Chairman** has the meaning given in article 21,

**chairman of the meeting** has the meaning given in article 33,

**Companies Acts** means the Companies Acts (as defined in section 2 of the Companies Act 2006), in so far as they apply to the Society,

**director** means a director of the Society, and includes any person occupying the position of director, by whatever name called,

**document** includes, unless otherwise specified, any document sent or supplied in electronic form,

**electronic form** has the meaning given in section 1168 of the Companies Act 2006,

**Honorary Secretary** means any person for the time being acting with the approval of the Board in performing the duties of that office,

**Honorary Treasurer** means any person for the time being acting with the approval of the Board in performing the duties of that office,

**member** has the meaning given in section 112 of the Companies Act 2006,

**participate**, in relation to a directors' meeting, has the meaning given in article 19,

**proxy notice** has the meaning given in article 40,

**Society** means the above named company, and

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

1.2 Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Society

### 2. Objects

The objects for which the Society is established are to promote and foster in the United Kingdom, in Australia and elsewhere the interests of both countries and in particular the mutual understanding of their people and for this purpose to provide opportunities and to support activities of the following nature

- (a) projects to encourage the peoples of both the United Kingdom and Australia, particularly young people, to visit, gain experience and work in the other country,
- (b) the development of friendships and relationships,
- (c) presentations, talks, discussions, seminars, meetings, conferences, and functions designed to further such development and increase the two-way flow of information and understanding between Britain and Australia,
- (d) sponsorship, promotion or encouragement of specific projects by Members to further the aims of the Society,
- (e) activities which further collaboration and close links with the sister society, The Australian-Britain Society,
- (f) the establishment, development and maintenance in the United Kingdom and elsewhere of organisations with objectives similar to those of the Society, and
- (g) any other activities which may be considered to be incidental or conducive to or which may assist in the promotion of good relations between and mutual understanding of the two countries

### 3. Liability of members

The liability of each member is limited to £1, being the amount that each member 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

- (a) payment of the Society's debts and liabilities contracted before he ceases to be a member,
- (b) payment of the costs, charges and expenses of winding up; and
- (c) adjustment of the rights of the contributories among themselves

## Part B - Directors

### DIRECTORS' POWERS AND RESPONSIBILITIES

#### 4. Directors – powers and appointment

- 4 1 Subject to the articles, the Society and the business affairs and the property of the Society shall be managed by the Board
- 4 2 The Board shall comprise not more than 18 nor less than 5 persons who shall all be directors and members of the Society or representatives of a corporate member (as defined in article 26 1) and shall, subject to article 4 3, be elected at an annual general meeting
- 4 3 The Board may, at any time and from time to time, appoint an eligible person to be a member of the Board to fill a casual vacancy
- 4 4 The Board shall include a Chairman, Deputy Chairman, Honorary Secretary and Honorary Treasurer appointed by the Board from amongst its members. At the discretion of the Board, any of the offices of Deputy Chairman, Honorary Secretary and Honorary Treasurer may be held by the same person. The Board may in addition nominate from amongst its members and define the responsibility of, and by resolution subsequently remove, any other officers of its choosing

4 5 The Board shall in addition invite the Deputy Australian High Commissioner for the time being at the Court of St James' and may also from time to time invite not more than two Agents-General for the Australian States to join the Board as Ex-Officio members without voting rights

## 5. Term of office

5 1 The members of the Board shall be appointed for a period of four years from the annual general meeting at which they were elected and shall, subject to article 5.3, be eligible for re-election. A director retiring shall retain office until the close or adjournment of the meeting at which that director is to retire. The offices vacated by retirement at any annual general meeting may be filled by electing eligible persons at the meeting.

5 2 The directors to retire at each annual general meeting shall be

- (a) any member filling a casual vacancy,
- (b) any member who wishes to retire and does not offer himself for re-election,
- (c) any member retiring pursuant to article 5 1

5 3 A member of the Board retiring from office pursuant to article 5 1 shall be eligible for re-election provided that no member of the Board may serve as a director for a continuous period exceeding eight years.

## 6. Directors' remuneration

6 1 A director (and any company or partnership in which that director has an interest) may undertake any services for the Society that the Board may decide on terms approved by the Board.

6 2 Directors providing services to the Society other than in his or her capacity as and in the performance of the duties of a director, may be entitled to such remuneration as the Board determines for any such service which they undertake for the Society.

6 3 Unless the Board decides otherwise, directors are not accountable to the Society for any remuneration which they receive as directors or other officers or employees of the Society's subsidiaries or of any other body corporate in which the Society is interested.

6 4 Subject to article 6 5, the members of the Board shall not be entitled to remuneration for their services to the Society performed in their capacity as directors or in carrying out their duties but shall be entitled to out of pocket expenses incurred about the business of the Society.

6 5 Any director who is employed by the Society to perform any duties for the Society, whether on a full time or part time basis, may, with the approval of the Board, be entitled to remuneration at a rate to be determined by the Board.

## 7. Directors' expenses

7 1 The Society may pay any reasonable expenses which the directors properly incur in connection with their attendance at:

- (a) meetings of directors or committees of directors, or
- (b) general meetings,

or otherwise in connection with the exercise of their powers and the discharge of their responsibilities in relation to the Society.

## 8 Termination of director's appointment

8 1 A person ceases to be a director as soon as

- (a) that person ceases to be a director by virtue of any provision of the Companies Act 2006 or is prohibited from being a director by law,
- (b) a bankruptcy order is made against that person,
- (c) a composition is made with that person's creditors generally in satisfaction of that person's debts,
- (d) a registered medical practitioner who is treating that person gives a written opinion to the Society stating that that person has become physically or mentally incapable of acting as a director and may remain so for more than three months,
- (e) by reason of that person's mental health, a court makes an order which wholly or partly prevents that person from personally exercising any powers or rights which that person would otherwise have, or
- (f) notification is received by the Society from the director that the director is resigning from office, and such resignation has taken effect in accordance with its terms

## 9 Death of directors or members

9 1 In any case where, as a result of death, the Society has no members and no directors, the personal representatives of the last member to have died have the right, by notice in writing, to appoint a person to be a director

9 2 For the purposes of article 9 1, where 2 or more members die in circumstances rendering it uncertain who was the last to die, a younger member is deemed to have survived an older member

## 10. Rules of the Society

10 1 The Board shall have the power from time to time to adopt and make, alter or revoke by-laws, rules and regulations for the management of the Society (including for the management, conduct and operations of any branch of the Society) and otherwise for the furtherance of the purposes of the Society provided that such by-laws, rules or regulations are not contrary to the Society's articles of association

10 2 Any resolutions of the Board from time to time for the adoption, making, alteration or revocation of by-laws, rules and regulations relating to entrance fees, annual, quarterly or other subscriptions or payments to be payable by the members of the Society shall take effect immediately and without any approval of the Society in general meeting being required

10 3 Any resolution of the Board for the adoption, making, alteration or revocation of by-laws, rules and regulations relating to anything other than the matters referred to in article 10 2 (including but not limited to those listed below) shall take immediate effect but shall be subject to approval by ordinary resolution of the Society at the next annual general meeting and if it be not so approved, shall cease to have effect at the conclusion of that meeting

- (a) as to the nomination and admission of persons eligible for membership of the Society,
- (b) as to the manner in which membership of the Society may be terminated or shall determine,
- (c) as to the rights and privileges to be accorded to, and the qualifications, restrictions and conditions to be imposed on members of the Society, and

- (d) as to committees of members in connection with various branches of the Society 's activities and as to the appointment, removal, qualification, disqualification, duties, functions, powers and privileges of members of such committees

## **11. Members' reserve power**

- 11 1 The members may, by special resolution, direct the directors to take, or refrain from taking, specified action
- 11 2 No such special resolution invalidates anything which the directors have done before the passing of the resolution

## **12. Directors may delegate**

- 12 1 Subject to the articles, the directors may delegate any of the powers which are conferred on them under the articles
  - (a) to such person or committee,
  - (b) by such means (including by power of attorney),
  - (c) to such an extent,
  - (d) in relation to such matters or territories, and
  - (e) on such terms and conditions,as they think fit
- 12 2 If the directors so specify, any such delegation may authorise further delegation of the directors' powers by any person to whom they are delegated
- 12 3 The directors may revoke any delegation in whole or part, or alter its terms and conditions

## **13. Committees**

- 13 1 Committees to which the directors delegate any of their powers must follow procedures which are based as far as they are applicable on those provisions of the articles which govern the taking of decisions by directors
- 13 2 The directors may make rules of procedure for all or any committees, which prevail over rules derived from the articles if they are not consistent with them.

## **14. Advisory Council**

- 14.1 An Advisory Council, comprising of not more than 30 members may be appointed by the Board to advise on any matters relevant to the objectives of the Society or its operations
- 14 2 If an Advisory Council is constituted by the Board, each Chairman of a branch of the Society, together with the Chairman, Deputy Chairman and Honorary Secretary of the Board shall automatically become members of that Advisory Council The remaining members of the Advisory Council shall be nominated (and may likewise be removed) by the Board at its discretion from amongst members of the Society, or representatives of foundation, corporate or special members (as defined in article 26 1), not exceeding the maximum number fixed in accordance with article 14 1
- 14 3 If appointed in accordance with these articles, the Advisory Council shall meet not less than once per annum

## 15. Salaried officials

The Board shall have power to appoint a chief executive (who may be a member of the Board) to deal with the day to day management of the Society on such terms and conditions as the Board thinks fit. The chief executive will report to and work in liaison with and will take his instructions from the Board. The Board shall also have power to appoint such other officials as it deems necessary to assist the chief executive.

## DECISION-MAKING BY DIRECTORS

### 16. Directors to take decisions collectively

- 16.1 Subject to the articles, any decision of the directors must be either a majority decision at a Board meeting or a decision taken in accordance with article 17.
- 16.2 If the Society only has one director the rule in article 16.1 does not apply, and the director may take decisions without regard to any of the provisions of the articles relating to directors' decision-making.

### 17. Unanimous decisions

- 17.1 A decision of the directors is taken in accordance with this article when all eligible directors indicate to each other by any means that they share a common view on a matter.
- 17.2 Such a decision may take the form of a resolution in writing, copies of which have been signed by each eligible director or to which each eligible director has otherwise indicated agreement in writing.
- 17.3 References in this article to eligible directors are to directors who would have been entitled to vote on the matter had it been proposed as a resolution at a directors' meeting.
- 17.4 A decision may not be taken in accordance with this article if the eligible directors would not have formed a quorum at such a meeting.

### 18. Calling a directors' meeting

- 18.1 Any director may call a directors' meeting by giving notice of the meeting to the directors or by authorising the Honorary Secretary (if any) to give such notice.
- 18.2 Notice of any directors' meeting must indicate
- (a) its proposed date and time,
  - (b) where it is to take place, and
  - (c) if it is anticipated that directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.
- 18.3 Notice of a directors' meeting must be given to each director, but need not be in writing.
- 18.4 Notice of a directors' meeting need not be given to directors who waive their entitlement to notice of that meeting, by giving notice to that effect to the Society not more than 7 days after the date on which the meeting is held. Where such notice is given after the meeting has been held, that does not affect the validity of the meeting, or of any business conducted at it.

### 19. Participation in directors' meetings

19 1 Subject to the articles, directors participate in a directors' meeting, or part of a directors' meeting, when

- (a) the meeting has been called and takes place in accordance with the articles, and
- (b) they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting

19 2 In determining whether directors are participating in a directors' meeting, it is irrelevant where any director is or how they communicate with each other

19 3 If all the directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is

## 20. Quorum for directors' meetings

20 1 At a directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.

20 2 The quorum for directors' meetings may be fixed from time to time by a decision of the directors, but it must never be less than two, and unless otherwise fixed it is two

20 3 If the total number of directors for the time being is less than the quorum required, the directors must not take any decision other than a decision

- (a) to appoint further directors; or
- (b) to call a general meeting so as to enable the members to appoint further directors

## 21. Chairing of directors' meetings

21 1 The Chairman should chair meetings of the Board

21.2 If the Chairman is not participating in a directors' meeting within ten minutes of the time at which it was to start, the participating directors must appoint one of themselves to chair it

## 22. Casting vote

22 1 If the numbers of votes for and against a proposal are equal, the Chairman or other director chairing the meeting has a casting vote

22 2 But this does not apply if, in accordance with the articles, the Chairman or other director is not to be counted as participating in the decision-making process for quorum or voting purposes

## 23. Conflicts of interest

23 1 If a proposed decision of the directors is concerned with an actual or proposed transaction or arrangement with the Society in which a director is interested, that director is not to be counted as participating in the decision-making process for quorum or voting purposes

23 2 But if article 23 3 applies, a director who is interested in an actual or proposed transaction or arrangement with the Society is to be counted as participating in the decision-making process for quorum and voting purposes

23 3 This article applies when

- (a) the Society by ordinary resolution disapplies the provision of the articles which would otherwise prevent a director from being counted as participating in the decision-making process,



- (b) the director's interest cannot reasonably be regarded as likely to give rise to a conflict of interest, or
- (c) the director's conflict of interest arises from a permitted cause

23 4 For the purposes of this article, the following are permitted causes

- (a) a guarantee given, or to be given, by or to a director in respect of an obligation incurred by or on behalf of the Society or any of its subsidiaries,
- (b) subscription, or an agreement to subscribe, for securities of the Society or any of its subsidiaries, or to underwrite, sub-underwrite, or guarantee subscription for any such securities, and
- (c) arrangements pursuant to which benefits are made available to employees and directors or former employees and directors of the Society or any of its subsidiaries which do not provide special benefits for directors or former directors

23 5 For the purposes of this article, references to proposed decisions and decision-making processes include any directors' meeting or part of a directors' meeting

23 6 Subject to article 23 7, if a question arises at a meeting of directors or of a committee of directors as to the right of a director to participate in the meeting (or part of the meeting) for voting or quorum purposes, the question may, before the conclusion of the meeting, be referred to the Chairman whose ruling in relation to any director other than the Chairman is to be final and conclusive

23 7 If any question as to the right to participate in the meeting (or part of the meeting) should arise in respect of the Chairman, the question is to be decided by a decision of the directors at that meeting, for which purpose the Chairman is not to be counted as participating in the meeting (or that part of the meeting) for voting or quorum purposes

## 24. Records of decisions to be kept

The directors must ensure that the Society keeps a record, in writing, for at least 10 years from the date of the decision recorded, of every unanimous or majority decision taken by the directors

## 25. Directors' discretion to make further rules

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

# Part C— Members

## BECOMING AND CEASING TO BE A MEMBER

### 26. Applications for membership

26 1 The members of the Society shall be the subscribers to the memorandum of association of the Society and such other persons as the Board shall admit to membership. Membership of the Society shall be one of the following categories

- (a) corporate (standard company or small company) membership,
- (b) life membership,
- (c) ordinary membership;

- (d) overseas membership
- (e) honorary membership, or
- (f) such other category or categories of membership as shall from time to time be determined by the Board

26.2 Members who are corporate members may act through representatives who such members may appoint and remove at will

26.3 The Board may from time to time make such by-laws, rules or regulations as it deems fit relating to the nomination and proposal of, and the rights and obligations of, members, and, subject as provided in these articles, to subscriptions payable by members. The Board shall have an absolute discretion in determining whether to accept or reject any application for membership and shall not be bound to assign any reason for its decision

## 27. Number of members

27.1 The maximum number of representatives for each category of members who are corporate members is as follows

- (a) standard company members – 15 representatives,
- (b) small company members – 10 representatives

## 28. Register of members

The Society shall not be required to enter the name and details of each representative of a corporate member in its register of members, and only the corporate member shall itself be a member of the Society, but each representative of a corporate member shall enjoy all of the privileges of membership, other than the right to vote at any meeting of members and without any liability to pay membership subscriptions, until the name of that corporate member of which he or she is a representative is, for whatever reason, deleted from the register of members

## 29. Termination of membership

29.1 Subject to the payment of any monies which a member shall have agreed to pay to the Society prior to the date of resignation, any member may resign from the Society by giving notice in writing to the Honorary Secretary

29.2 The Board may by resolution expel from the Society and remove from the register of members any member who refuses or neglects to comply with the provisions of the articles of association or by-laws, rules or regulations of the Society or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a member or prejudicial to the interest of the Society provided that at least 21 days before the meeting of the Board at which such resolution for expulsion is passed that member shall have had notice of the meeting and of the intended resolution for expulsion and shall have had an opportunity of attending the meeting and of giving, either orally or in writing, an explanation or defence

29.3 Membership of the Society shall be determined and vacated upon the death or resignation in writing of a member, or if the member is a company, upon its going into liquidation (other than for the purpose of reconstruction or amalgamation)

29.4 A member who for any cause whatsoever ceases to be a member of the Society shall not have any claim, monetary or otherwise, upon the Society, its funds or property

## 30. Branches

30 1 The Society may by resolution of the Board establish or adopt, in the United Kingdom or elsewhere, branches of the Society. The Society has at the date of adoption of these articles the following branches

Cambridgeshire	London	Suffolk
Leicestershire	Norfolk	Wales
Lincolnshire	Portsmouth	West Country

30 2 Persons who are members of the branches of the Society or shall be admitted to membership of the branches of the Society or to any new branch shall be or become members of the Society and all the provisions of these articles relating to status, rights and obligations of members shall apply to them

30 3 A person who ceases to be a member of a branch in accordance with the by-laws, rules or regulations governing that branch shall at the same time cease to be a member of the Society, unless he applies directly to the Society's head office for membership, and is accepted

30 4 A person who is removed from the membership of the Society shall also cease to be a member of any branch

30 5 The Society may by resolution of the Board devolve upon a committee of management, or individual managers, as it thinks fit, responsibility for the management and administration of each branch and of its assets, and allow such persons the custody, control and disposition of moneys and other assets accruing to the branch from its membership and activities. The Society by resolution of the Board may at any time revoke any of the powers and authorities given to those from time to time in charge of branch affairs and resume direct control of the same. The Society may by the like resolution dissolve any branch and after making provision for any liabilities of that branch transfer its funds to the Society's central account

30 6 The Board may establish and from time to time vary by-laws, rules and regulations for the management and administration of branch affairs

30 7 Persons having responsibility for the management and administration of any branch may, subject to the approval of the Board, determine the subscription payable from time to time by members affiliated with that branch. The Board may, in relation to the members of any branch, require the payment of an annual fee to the Society's central funds by that branch, to be known as a "capitation" fee, which shall be calculated with reference to the number of full paying members of that branch from time to time

## ORGANISATION OF GENERAL MEETINGS

### 31. Attendance and speaking at general meetings

31 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

31 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

31 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

31 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

31 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

## 32. Quorum for general meetings

32 1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum

32 2 A quorum shall be not less than 10 members of the Society present in person or by proxy

## 33. Chairing general meetings

33 1 If the directors have appointed a Chairman, the Chairman shall chair general meetings if present and willing to do so

33 2 If the directors have not appointed a Chairman, or if the chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start

- (a) the directors present, or
- (b) (if no directors are present), the meeting,

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

33 3 The person chairing a meeting in accordance with this article 33 is referred to as "the chairman of the meeting".

## 34. Attendance and speaking by directors and non-members

34 1 Directors may attend and speak at general meetings, whether or not they are members

34 2 The chairman of the meeting may permit other persons who are not members of the Society to attend and speak at a general meeting

## 35. Adjournment

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

35 2 The chairman of the meeting may adjourn a general meeting at which a quorum is present if

- (a) the meeting consents to an adjournment, or
- (b) it appears to the chairman of the meeting that an adjournment is necessary to protect the safety of any person attending the meeting or ensure that the business of the meeting is conducted in an orderly manner

- 35 3 The chairman of the meeting must adjourn a general meeting if directed to do so by the meeting
- 35 4 When adjourning a general meeting, the chairman of the meeting must
- (a) either specify the time and place to which it is adjourned or state that it is to continue at a time and place to be fixed by the directors, and
  - (b) have regard to any directions as to the time and place of any adjournment which have been given by the meeting
- 35 5 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Society must give at least 7 clear days' notice of it (that is, excluding the day of the adjourned meeting and the day on which the notice is given)
- (a) to the same persons to whom notice of the Society's general meetings is required to be given, and
  - (b) containing the same information which such notice is required to contain
- 35 6 No business may be transacted at an adjourned general meeting which could not properly have been transacted at the meeting if the adjournment had not taken place

## 36. Reports

- 36 1 At each annual general meeting, the Board shall submit to the members a report which in addition to such particulars as are required by the Companies Act 2006 and any other particulars which it shall deem desirable shall contain a summary of the activities of the Society for the period in the case of the first report since the commencement of the Society's activities and in any other case since the previous report
- 36 2 A copy the Society's accounts shall be available for inspection by the members at each annual general meeting and at any time upon submission of a written request to the Honorary Secretary

## VOTING AT GENERAL MEETINGS

### 37. Voting: general

- 37 1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the articles
- 37 2 Each member shall be entitled to attend any general meeting of the Society and, subject to article 37 1 above, shall have one vote. Foundation, corporate and special members shall not themselves be entitled to vote but for the avoidance of doubt each of their nominated representatives entered on the Society's register of members shall have one vote (which may be cast by proxy)
- 37 3 No member shall be entitled to vote at any general meeting unless all monies payable by him to the Society have been paid

### 38. Errors and disputes

- 38 1 No objection may be raised to the qualification of any person voting at a general meeting except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting is valid
- 38 2 Any such objection must be referred to the chairman of the meeting whose decision is final

## 39. Poll votes

39 1 A poll on a resolution may be demanded

- (a) in advance of the general meeting where it is to be put to the vote, or
- (b) at a general meeting, either before a show of hands on that resolution or immediately after the result of a show of hands on that resolution is declared

39 2 A poll may be demanded by

- (a) the chairman of the meeting,
- (b) any director,
- (c) two or more persons having the right to vote on the resolution, or
- (d) a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution

39 3 A demand for a poll may be withdrawn if

- (a) the poll has not yet been taken, and
- (b) the chairman of the meeting consents to the withdrawal

39 4 Polls must be taken immediately and in such manner as the chairman of the meeting directs

## 40. Content of proxy notices

40 1 Proxies may only validly be appointed by a notice in writing (**proxy notice**) which

- (a) states the name and address of the member appointing the proxy,
- (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed,
- (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the directors may determine, and
- (d) 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

40 2 The Society may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes

40 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

40 4 Unless a proxy notice indicates otherwise, it must be treated as

- (a) 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
- (b) 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

## 41. Delivery of proxy notices

41 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

- 41 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
- 41 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
- 41 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

## 42. Amendments to resolutions

- 42 1 An ordinary resolution to be proposed at a general meeting may be amended by ordinary resolution if
- (a) notice of the proposed amendment is given to the Society in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
  - (b) the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution
- 42 2 A special resolution to be proposed at a general meeting may be amended by ordinary resolution, if
- (a) the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
  - (b) the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution
- 42 3 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, that chairman's error does not invalidate the vote on that resolution

## 43. By-laws

All by-laws, rules and regulations in force shall be binding upon all members until altered or revoked by the Board or varied or set aside by an ordinary resolution of the Society

# Part D – Other

## PATRONS

### 44. Appointment

The Board may from time to time at its discretion appoint Royal Patrons, Patrons and a President and Vice-Presidents of the Society, who need not be members of the Society. The President and Vice-Presidents of the Society may attend meetings of the Board by invitation of the Board in a non-voting capacity

## ADMINISTRATIVE ARRANGEMENTS

## **45. Means of communications to be used**

- 45 1 Subject to the articles, anything sent or supplied by or to the Society under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the Society
- 45 2 Subject to the articles, any notice or document to be sent or supplied to a director in connection with the taking of decisions by directors may also be sent or supplied by the means by which that director has asked to be sent or supplied with such notices or documents for the time being
- 45 3 A director may agree with the Society that notices or documents sent to that director in a particular way are to be deemed to have been received within a specified time of their being sent, and for the specified time to be less than 48 hours

## **46. Notices**

A member described in the register of members by an address not within the United Kingdom who has not supplied the Society an address within the United Kingdom for the giving of notices shall not be entitled to receive any notice from the Society

## **47. Company seals**

- 47 1 Any common seal may only be used by the authority of the directors
- 47 2 The directors may decide by what means and in what form any common seal is to be used
- 47 3 Unless otherwise decided by the directors, if the Society has a common seal and it is affixed to a document, the document must also be signed by at least one authorised person in the presence of a witness who attests the signature
- 47 4 For the purposes of this article 47, an authorised person is
- (a) any director of the Society,
  - (b) the Honorary Secretary (if any), or
  - (c) any person authorised by the directors for the purpose of signing documents to which the common seal is applied

## **48. No right to inspect accounts and other records**

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

## **49. Provision for employees on cessation of business**

The directors may decide to make provision for the benefit of persons employed or formerly employed by the Society (other than a director or former director or shadow director) in connection with the cessation or transfer to any person of the whole or part of the undertaking of the Society



## DIRECTORS' INDEMNITY AND INSURANCE

### 50. Indemnity

50 1 Subject to article 50 2, a relevant officer of the Society may be indemnified out of the Society's assets against

- (a) any liability incurred by that officer in connection with any negligence, default, breach of duty or breach of trust in relation to the Society, or
- (b) any other liability incurred by that officer as an officer of the Society.

50 2 This article does not authorise any indemnity which would be prohibited or rendered void by any provision of the Act or by any other provision of law

50 3 In this article 50, a **relevant officer** means every member of the Board, Advisory Council (if any), auditor, Honorary Secretary or other officer of the Society

### 51 Insurance

51 1 The directors may decide to purchase and maintain insurance, at the expense of the Society, for the benefit of any relevant officer in respect of any relevant loss

51 2 In this article 51

- (a) a **relevant officer** means every member of the Board, Advisory Council (if any), Honorary Secretary or other officer of the Society, and
- (b) a **relevant loss** means any loss or liability which has been or may be incurred by a relevant officer in connection with that officer's duties or powers in relation to the Society