

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

**THE SOUTH OF ENGLAND AGRICULTURAL SOCIETY ('SOCIETY')**

**COMPANY REGISTRATION NUMBER: 527571**

**MEMORANDUM AND ARTICLES OF ASSOCIATION**

**(Adopted by special resolution dated 2016)**

**1 Name**

The name of the Association ("the Society") is The South of England Agricultural Society.

**2 Registered office**

The registered office of the Society will be situated in England.

**3 Interpretation and Definitions**

**3.1 In the Articles:**

'address'	means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or a telephone number for receiving text messages in each case registered with the Society;
'the Articles'	means the Society's articles of association;
'the Board'	means the board of trustees of the Society appointed pursuant to article 31;
'Chairman'	means the chairman of the Society appointed in accordance with article 29.1;
'clear days'	in relation to the period of a notice means a period excluding: the day when the notice is given or deemed to be given; and the day for which it is given or on which it is to take effect; but includes Bank Holidays and weekends.
'the 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;

'the Council'	means the council of the Society constituted by article 27;
'Council Member'	means a member of the Council;
'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;
'officers'	includes the trustees and the secretary (if any);
'Ordinary Trustee'	means a trustee who is not the Chairman, Vice-Chairman, Honorary Treasurer or chairman of the SEEC;
'Ordinary Council Member'	means a Council Member falling within article 27.1.1;
'the seal'	means the common seal of the Society if it has one;
'Secretary'	means any person appointed to perform the duties of the secretary of the Society;
'the SEEC'	means the South of England Event Centre Limited, a company limited by shares and registered in England and Wales with company number 02276339 whose registered office is at Brockbourne House, 77 Mount Ephraim, Tunbridge Wells, Kent, TN4 8BS;
"the Society"	means The South of England Agricultural Society
'Sub-committees'	means committees set up with the approval of the Board from time to time to take responsibility for specific aspects of the Society's business and/or the delivery of the charitable objectives
'the United Kingdom'	means Great Britain and Northern Ireland;
'the trustees'	means the directors of the Society. The directors are charity trustees as defined by section 177 of the Charities Act 2011;
'Vice Chairman'	means a vice chairman of the Society elected pursuant to Article 29.1.

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

3.3 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.

3.4 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.

#### 4 **Objects**

4.1 The Society's objects ('**Objects**') are:

- 4.1.1 to promote industry in general and agriculture in particular;
- 4.1.2 to advance education and particularly education in agriculture and allied industries, in animal husbandry, in horticulture and forestry.

4.2 No alteration of the foregoing objects shall be made unless the same has been approved by the Commission for England and Wales.

#### 5 **Powers**

5.1 In furtherance of such objects, but not further or otherwise, the Society shall have power:

- 5.1.1 to hold competitions for and shows for the exhibition of livestock, poultry, horses, farm produce and horticultural produce and forestry and also shows for the exhibition of machinery, implements, tools and appliances, whether or not relating to agriculture;
- 5.1.2 to promote the improvement of livestock, poultry, implements, machinery and appliances and the improvement of methods of agriculture and animal husbandry;
- 5.1.3 to demonstrate methods of manufacture and industrial processes and, in particular, to demonstrate methods used in agriculture and horticulture and animal husbandry and forestry and in the improvement of land;
- 5.1.4 to undertake and carry on farming and horticulture;
- 5.1.5 to promote the demonstration of methods and processes connected with and the furthering of the interests of agriculture, horticulture, arboriculture, apiculture and the countryside in general;
- 5.1.6 to cause to be written, and printed or otherwise reproduced and circulated, gratuitously or otherwise, periodicals, magazines, books, leaflets or other documents or films or recorded tapes;
- 5.1.7 to hold exhibitions, meetings, lectures, classes, seminars and courses either alone or with others;
- 5.1.8 to foster and undertake research into any aspect of the objects of the Society and its work and to disseminate the results of any such research;

- 5.1.9 to co-operate and enter into arrangements with any authorities, national, local or otherwise;
- 5.1.10 to accept subscriptions, donations, devises and bequests, and to purchase, take on lease or in exchange, hire or otherwise acquire and hold, any real or personal estate, maintain and alter any of the same as are necessary for any of the objects of the Society and (subject to such consents as may be required by law) sell, lease or otherwise dispose of or mortgage any such real or personal estate;
- 5.1.11 to issue appeals, hold public meetings and take such other steps as may be required for the purpose of procuring contributions to the funds of the Society in the shape of donations, subscriptions or otherwise;
- 5.1.12 to draw, make, accept, indorse, discount, execute and issue promissory notes, bills, cheques and other instruments, and to operate bank accounts;
- 5.1.13 to borrow or raise money for the objects of the Society on such terms and (with such consents as are required by law) on such security as may be thought fit provided that the Society shall not undertake any permanent trading activities in raising funds for the objects of Society;
- 5.1.14 to take and accept any gift of money, property or other assets, whether subject any special trust or not, for any one or more of the objects of the Society;
- 5.1.15 to invest the money of the Society not immediately required for its objects in or on such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as provided below;
- 5.1.16 to make any charitable donation either in cash or assets for the furtherance of the objects of the Society;
- 5.1.17 to establish and support any charitable association or body and to subscribe or guarantee money for charitable purposes calculated to further the objects of the Society;
- 5.1.18 to employ and pay any person or persons to supervise, organise, carry on the work of and advise the Society;
- 5.1.19 subject to the provisions of Clause 6 to pay reasonable annual sums or premiums for or towards the provision of pensions for officers or servants for the time being of the Society or their dependants;

- 5.1.20 to amalgamate with any companies, institutions, societies or associations which are charitable at law and have objects altogether or mainly similar to those of the Society and prohibit the payment of any dividend or profit to, and the distribution of any of their assets amongst, their members at least to the same extent as such payments or distributions are prohibited in the case of members of Society by these articles;
- 5.1.21 to do all such other lawful things as shall further the above objects or any of them.

**PROVIDED** that:

- 5.2 in case the Society shall take or hold any property which may be subject to any trusts, the Society shall deal with or invest the same only in such manner as allowed by law, having regard to such trusts;
- 5.3 the objects of the Society shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers;
- 5.4 in case the Society shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales ("Charitable Property"), the Society shall not sell, mortgage, charge or lease the Charitable Property without such authority, approval or consent as may be required by law. The Council (or such governing body as replaces the Council) shall be chargeable for any Charitable Property that may come into its hands and shall be answerable and accountable for its own acts, receipts, neglects and defaults, and for the due administration of the Charitable Property in the same manner and to the same extent as the Council would have been if the Society had not been incorporated. The incorporation of the Society shall not diminish or impair any control or authority exercisable by the Chancery Division of the High Court of Justice or the Charity Commissioners over the Council but it shall, as regards any Charitable Property, be subject jointly and separately to such control or authority as if the Society were not incorporated

## 6 Application of income and property

- 6.1 The income and property of the Society shall be applied solely towards the promotion of its objects set out in these articles;

**PROVIDED** that:

- 6.1.1 nothing shall prevent the granting of privileges specified in article 3.7;
- 6.1.2 nothing in this document shall prevent any payment in good faith by the Society pursuant to the power contained in clause 48 of any premium in respect of any indemnity insurance to cover the liability of the Council Members, officers, servants, voluntary workers and members which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society.

6.2 A Council Member is entitled to be reimbursed from the property of the Society or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Society.

6.3 No Council Member shall:

- 6.3.1 buy goods or services from the Society;
- 6.3.2 sell goods, services, or any interest in land to the Society;
- 6.3.3 be employed by, or receive any remuneration from the Society;
- 6.3.4 receive any other financial benefit from the Society;

unless the payment or transaction is previously and expressly authorised in writing by the Charity Commission.

6.4 In sub-clauses 6.3 – 6.4:

- 6.4.1 “Society” shall include any company in which the Society:
  - 6.4.1.1 holds more than 50% of the shares; or
  - 6.4.1.2 controls more than 50% of the voting rights attached to the shares; or
  - 6.4.1.3 has the right to appoint one or more directors to the board of the company.
- 6.4.2 “Council Member” shall include any child, parent, grandparent, brother, sister or spouse of the Council Member or any person living with the Council Member as his or her partner.

## 7 **Liability of members**

The liability of the members is limited.

## 8 **Declaration of trustees’ interests**

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

## 9 **Conflicts of interests and conflicts of loyalties**

9.1 If a conflict of interests arises for a trustee 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 trustees may authorise such a conflict of interests where the following conditions apply:

- 9.1.1 the conflicted trustee is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
- 9.1.2 the conflicted trustee does not vote, and if he does vote his vote shall not be counted, on any such matter and is not to be counted when considering whether a quorum of trustees is present at the meeting;
- 9.1.3 the unconflicted trustees consider it is in the interests of the Society to authorise the conflict of interests in the circumstances applying; and
- 9.1.4 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 trustee or to a connected person.

## 10 **Members**

- 10.1 The persons who are members of the Society at the date of adoption of these articles and such other persons as the Board shall admit to membership shall be members of the Society.
- 10.2 Membership is open to other individuals or organisations who:
  - 10.2.1 apply to the Society in the form required by the trustees; and
  - 10.2.2 are approved by the Board.
- 10.3 The Board may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Society to refuse the application.
- 10.4 The Board must inform the applicant in writing of the reasons for the refusal within 21 days of the decision.
- 10.5 The Board must consider any written representations the applicant may make about the decision. The Boards' decision following any written representations must be notified to the applicant in writing but shall be final.
- 10.6 Membership is not transferable.
- 10.7 The Board must keep a register of names and addresses of the members.

## 11 **Subscriptions**

- 11.1 The annual subscription for membership of the Society shall be determined by the Board.
- 11.2 The annual subscriptions shall be due and payable on such date as the Board may from time to time declare. The Board shall have the power to waive or reduce the subscription of any individual member or class of members.
- 11.3 There shall be no circumstances in which subscriptions will be refunded.

## 12 **Classes of membership**

- 12.1 The Board (subject to ratification by the Society in general meeting) may alter the terms and/or benefits of membership or establish new classes of membership with different rights, subscriptions, privileges, benefits and obligations and shall record the rights and obligations in the register of members.
- 12.2 The trustees may not directly or indirectly alter the rights or obligations attached.
- 12.3 The rights attached to a class of membership may only be varied if:
  - 12.3.1 three quarters of the members of that class consent in writing to the variation; or
  - 12.3.2 a special resolution is passed at a separate general meeting of the members of that class agreeing to the variation.
- 12.4 The provisions in the articles about general meetings shall apply to any meeting relating to the variation of the rights of any class of members.

## 13 **Termination of membership**

Membership is terminated if:

- 13.1 the member dies or, if it is an organisation, ceases to exist;
- 13.2 the member resigns by written notice to the Society unless, after the resignation, there would be less than two members;
- 13.3 any sum due from the member to the Society is not paid in full by such a date as the Board may from time to time declare.
- 13.4 the member is removed from membership by a resolution of the trustees that is in the best interests of the Society that his or her or its membership is terminated. A resolution to remove a member from membership may only be passed if:
  - 13.4.1 the member has given at least 14 days' notice in writing of the meeting of the directors at which the resolution will be proposed and the reasons why it is to be proposed;
  - 13.4.2 the member or, at the option of the member, the member's representative (who need not to be a member of the Society) has been allowed to make representations to the meeting.

## 14 **General meetings**

- 14.1 An annual general meeting must be held in each year and not more than 15 months may elapse between successive annual general meetings.
- 14.2 The annual general meeting shall be held at such time and place as the Board shall decide.
- 14.3 The Board may call a general meeting at any time.

## 15 **Notice of general meetings**

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

- 15.1.1 21 clear days for an annual general meeting or a general meeting called for the passing of a special resolution;
- 15.1.2 14 clear days for all other general meetings.
- 15.2 A general meeting may be called by shorter notice if it is so agreed by a majority in number of members having a right to attend and vote at the meeting, being a majority who together hold not less than 90% of the total voting rights.
- 15.3 The notice must specify the date and time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 17.
- 15.4 The notice must be given to all the members and to the trustees and auditors.
- 15.5 The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Society.

## 16 **Proceedings at general meetings**

- 16.1 The business to be transacted at an annual general meeting shall include: consideration of the accounts, balance sheets and the reports of the Board and auditors; the appointment of President and Vice President and election of the Chairman, Vice Chairman(s), Honorary Treasurer, trustees and Ordinary Council Members in the place of those retiring; and the appointment of, and the fixing of the remuneration of, the auditors.
- 16.2 Quorum
  - 16.2.1 No business shall be transacted at any general meeting unless a quorum is present.
  - 16.2.2 A quorum is 29 members present in person or by proxy and entitled to vote upon the business to be conducted at the meeting
  - 16.2.3 The authorised representative of a member organisation shall be counted by the quorum.
  - 16.2.4 If:
    - 16.2.4.1 a quorum is not present within half an hour from the time appointed for the meeting; or
    - 16.2.4.2 during a meeting a quorum ceases to be present;
  - the meeting shall be adjourned to such time and place as the Board shall determine.
- 16.2.5 The Board must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting.

16.2.6 If no quorum is present at the reconvened meeting within 15 minutes of the time specified for the start of the meeting, the members present in person or by proxy at that time shall constitute the quorum for that meeting.

### 16.3 Chairing of meetings

16.3.1 General meetings shall be chaired by the Chairman. A Vice Chairman shall chair the meetings in the Chairman's absence.

16.3.2 If there is no Chairman or Vice Chairman, or he or she is not present within 15 minutes of the time appointed for the meeting, a trustee nominated by the trustees shall chair the meeting.

16.3.3 If there is only one trustee present and willing to act, he or she shall chair the meeting.

16.3.4 If no trustee is present and willing to chair the meeting within 15 minutes after the time appointed for holding it, the members present in person or by proxy and entitled to vote must choose one of their number to chair the meeting.

### 16.4 Adjournment

16.4.1 The members present in person or by proxy at a meeting may resolve by ordinary resolution that the meeting shall be adjourned.

16.4.2 The person who is chairing the meeting must decide the date, time and place at which the meeting is to be reconvened unless those details are specified in the resolution.

16.4.3 No business shall be conducted at a reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place.

16.4.4 If a meeting is adjourned for more than 30 days, notice shall be given of the reconvened meeting stating, as in the case of an original meeting, the date, time and place of the meeting.

### 16.5 Poll Voting

16.5.1 Any vote at a meeting shall be decided by a show of hands unless before, or on the declaration of the result of the show of hands, a poll is demanded:

16.5.1.1 by the person chairing the meeting; or

16.5.1.2 by at least seven members present in person or by proxy and having the right to vote at the meeting; or

16.5.1.3 by a member of members present in person or by proxy representing not less than one-tenth of the total voting rights of all the members having the right to vote at the meeting.

16.5.2 Any member voting by poll must if the person chairing the meeting so requires state his membership number for his vote to be valid.

- 16.5.3 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded.
- 16.5.4 The result of the vote must be recorded in the minutes of the Society but the number or proportion of votes cast need not be recorded.
- 16.5.5 A demand for a poll may be withdrawn, before the poll is taken, but only with the consent of the person who is chairing the meeting.
- 16.5.6 If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 16.5.7 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix a time and a place for declaring the results of the poll.
- 16.5.8 The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 16.5.9 Any resolution for the appointment of an Ordinary Council Member by the members shall be decided by a poll.
- 16.5.10 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately.
- 16.5.11 A poll demanded on any other question must be taken either immediately or at such time and place as the person who is chairing the meeting directs
- 16.5.12 The poll must be taken within 30 days after it has been demanded.
- 16.5.13 If the poll is not taken immediately at least seven clear days' notice shall be given specifying the time and place at which the poll is to be taken.
- 16.5.14 If a poll is demanded the meeting may continue to deal with any other business that may be conducted at the meeting.

## 17 Content of proxy notices

- 17.1 Proxies may only validly be appointed by a notice in writing (a '**proxy notice**') which:
  - 17.1.1 states the name and address of the member appointing the proxy;
  - 17.1.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - 17.1.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the trustees may determine;
  - 17.1.4 is delivered to the Society in accordance with article 17.1.5 and any instructions contained in the notice of the general meeting to which they relate.

- 17.1.5 is deposited at the Society's registered office not less than 48 hours before the relevant meeting, or in the case of a poll taken more than 48 hours after it is demanded, after the poll is demanded and not less than 24 hours before the time appointed for taking the poll.
- 17.2 The Board may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- 17.3 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.
- 17.4 Unless a proxy notice indicates otherwise, it must be treated as:
  - 17.4.1 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
  - 17.4.2 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.

## 18 **Delivery of proxy notices**

- 18.1 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.
- 18.2 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.
- 18.3 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.
- 18.4 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.

## 19 **Written resolutions**

- 19.1 A resolution in writing agreed by a simple majority (or in the case of a special resolution by a majority of not less than 75%) of the members who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective provided that:
  - 19.1.1 a copy of the proposed resolution has been sent to every eligible member;
  - 19.1.2 a simple majority (or in the case of a special resolution a majority of not less than 75%) of members has signified its agreement to the resolution; and
  - 19.1.3 it is contained in an authenticated document which has been received at the registered office within the period of 28 days beginning with the circulation date.
- 19.2 A resolution in writing may comprise several copies to which one or more members have signified their agreement.

19.3 In the case of a member that is an organisation, its authorised representative may signify its agreement.

## 20 **Votes of members**

- 20.1 Subject to article 12, every member (whether an individual or an organisation) shall have one vote.
- 20.2 No member shall be entitled to vote at any general meeting unless all money due and payable by him to the Society has been paid.
- 20.3 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 20.4 Any organisation that is a member of the Society may nominate any person to act as its representative at any meeting of the Society, and the person so authorised shall be entitled to exercise the same powers on behalf of the organisation which he represents as that organisation could exercise if it were an individual member of the Society.
- 20.5 The organisation must give written notice to the Society of the name of its representative. The representative shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Society. The representative may continue to represent the organisation until written notice to the contrary is received by the Society.
- 20.6 Any notice given to the Society will be conclusive evidence that the representative is entitled to represent the organisation or that his or her authority has been revoked. The Society shall not be required to consider whether the representative has been properly appointed by the organisation.
- 20.7 A vote given under a document of proxy shall be valid notwithstanding the previous death of the appointer or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of the death or revocation shall have been received at the registered office of the Society before the relevant meeting.

## 21 **Patron**

The Council can appoint the Patron ('Patron') and the Council may elect up to seven Vice-Patrons ('Vice-Patrons'), the Council may invite some other persons to be the Patron or Vice-Patron of the Society.

## 22 **President and Vice President**

- 22.1 There shall be a president of the Society who need not necessarily be a member of the Society ('**President**') appointed for a period of 12 months.
- 22.2 The Council may appoint a member to be vice president, for a period of 12 months, who shall retire from office at the next annual general meeting ('**Vice President**'). Unless the context otherwise requires, all provisions of these articles which apply to the President shall also apply to the Vice President except provisions relating to his appointment and retirement from office.

22.3 The provisions of articles 27.5, 27.6 and 27.8 shall apply to the election of the President and the Vice President in the same way as to the election of an Ordinary Council Member.

**23 Privileges of Patron and Officers**

23.1 The Patron, Vice-Patrons, President, Vice President shall be ex-officio members of the Council.

23.2 The Patron, Vice-Patrons, President and Vice President shall be entitled to the maximum privileges attached to any class of membership.

**24 Council**

24.1 The maximum and minimum number of Council Members shall be determined by the Society in general meeting, but unless and until so fixed the maximum number of Ordinary Council Members shall be 48 and the minimum number of Ordinary Council Members shall be 13.

24.2 The Council Members shall be paid such reasonable expenses properly incurred by them in connection with the business of the Society as the Board in their absolute discretion think fit.

**25 Powers of the Council**

25.1 The functions of the Council will be as provided in these articles, and otherwise will be advisory and consultative. It will in particular:

25.1.1 respond to requests for advice from the Board concerning the direction and strategy of the Society and any other matters referred to it by the Board; and

25.1.2 act as a sounding board on issues directly affecting the Society.

25.2 Save as provided in these articles the Council will have no authority or responsibility for the management and affairs of the Society.

**26 Disqualification of Council Member**

26.1 The office of Council Member shall be vacated if the Council member:

26.1.1 becomes bankrupt or makes any arrangement or composition with his creditors generally; or

26.1.2 becomes prohibited from being a Council Member by reason of any order made under the Companies Acts; or

26.1.3 in the written opinion, given to the Society, of a registered medical practitioner treating that person, has become physically or mentally incapable of action as a Council Member and may remain so for more than three months; or

26.1.4 resigns his office by written notice to the Society; or

26.1.5 is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest as required by the Companies Acts; or

26.1.6 ceases to be a member of the Society.

**27 Election of Council Members**

27.1 The Council shall comprise:

27.1.1 (subject to article 24.1) not more than 48 Council Members being members of the Society, including the Chairman, Vice Chairman and the Honorary Treasurer, elected in accordance with article 27.5; and

27.1.2 a maximum of six non-voting Council Members, who shall retire each year and not being members of the Society, but representing organisations involved in the business of the Society, are elected by the Council.

who shall be elected by the Society at the annual general meeting.

27.2 At each annual general meeting all Ordinary Council Members who have served a term of three years since the date of their most recent election or re-election shall retire from office.

27.3 Article 27.2 shall not apply to the Chairman, Vice-Chairman or Honorary Treasurer if they are within their three year appointment on the Board, in accordance with article 29.2, at the date of the annual general meeting of the Council but they shall be required to retire on the same terms as an Ordinary Council Member when their appointment as Chairman, Vice-Chairman or Honorary Treasurer ends.

27.4 A retiring Council Member shall be eligible for re-election.

27.5 At the meeting at which an Ordinary Council Member retires, the Society may fill the vacated office by electing a person to it, and in default the retiring Council Member shall, if offering himself for re-election, subject to article 27.7 be deemed to have been re-elected, unless at that meeting it is expressly resolved not to fill that vacated office or unless a resolution for the re-election of that member shall have been put to the meeting and lost.

27.6 No person other than an Ordinary Council Member retiring at the meeting shall, unless recommended by the Council, be eligible for election to the Council at any general meeting unless, not less than 14 days before the date set for the meeting, there shall have been deposited at the registered office of the Society notice in writing signed by a member qualified to attend and vote at that meeting, of his intention to propose such person for election and also notice in writing signed by that person of his willingness to be elected, accompanied by such brief biographical details as the Secretary may require. The biographical details shall be circulated with the notice of the general meeting at which the appointment is to be considered.

27.7 No person who is not a member of the Society shall in any circumstances be eligible to be appointed as an Ordinary Council Member.

27.8 The Council shall have power at any time to appoint any person who fulfils the criteria set out in these articles to be a Council Member to fill a casual vacancy.

27.9 The Council shall have power at any time to appoint any person who fulfils the criteria set out in these articles as an addition to the existing Council Members but so that the total number of Council Members shall not at any time exceed any maximum number fixed in accordance with these articles. Any Council Member so

appointed pursuant to this article or pursuant to article 27.8 shall hold office only until the next following annual general meeting, and shall then be eligible for re-election.

27.10 The Society may by ordinary resolution, of which special notice has been given in accordance with the Companies Acts, remove any Council Member before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Society and such member. The Society may by ordinary resolution appoint another person in place of a Council Member removed under this article.

**28 Proceedings of the Council**

28.1 The Council shall hold at least two meetings in every year and may otherwise meet together, adjourn, and otherwise regulate its meetings, as it thinks fit, but subject always to the provisions of these articles. The Chairman or any seven Council Members may at any time summon a Council meeting.

28.2 The Chairman (or a Vice-Chairman in his absence) will chair the meetings of the Council in accordance with the provisions of article 29.

28.3 Questions arising at any meeting of the Council shall be decided by a majority of votes cast by the Ordinary Council Members present.

28.4 The quorum necessary for the transaction of the business of the Council may be fixed by the Council and, unless so fixed, shall be one-third of the membership of the Council entitled to vote.

28.5 A Council Member shall not vote in respect of any contract in which he is interested or any matter arising out of it, and, if he does vote, his vote shall not be counted.

**29 Chairman, Vice Chairman and Honorary Treasurer**

29.1 The Chairman, (if thought fit) up to two Vice Chairmen and an Honorary Treasurer shall be appointed by the Ordinary Council Members at a meeting of the Council.

29.2 The term of office of the Chairman, Vice Chairman and the Honorary Treasurer shall be three years.

29.3 The Chairman shall take the chair of all meetings of the Society, the Council and the Board at which he is present.

29.4 If at any meeting the Chairman shall not be present within five minutes after the time fixed for the meeting, the Vice Chairman (and if more than one, the Vice Chairman first appointed in time) shall take the chair.

29.5 If a Vice Chairman is not present the members of the Board present shall elect one of their number to act as chairman for that meeting.

**30 Board**

30.1 There shall be a Board of the Society which shall be its governing body.

30.2 The Board shall have and exercise all of the powers of the Society, except any that are reserved to the members of the Society in general meeting or the Council or in

these articles otherwise reserved, and may act in all matters notwithstanding any vacancy in its membership or actual or alleged defect in the appointment of any trustee. Subject to any special trusts, the property, undertaking and income of the Society shall be under the control and disposition of the Board who may carry on, administer and apply the same as they think fit in pursuance of the objects set out in these articles.

30.3 The Board shall in particular have power:

30.3.1 to formulate policy for the Society;

30.3.2 to ensure the proper financial and general management of the Society;

30.3.3 to control the management and affairs of the Society, working closely with the staff to ensure timely implementation of policy;

30.3.4 subject to these articles to regulate its own procedures;

30.3.5 to make regulations consistent with these articles for any purpose related to the administration or management of the Society or its property;

30.3.6 to establish, regulate and dissolve sub-committees for any purpose, and to delegate powers and functions to such sub-committees or individuals;

30.3.7 to delegate authority in accordance with sound financial control based on the Society planning and budgetary processes;

30.3.8 to monitor the performance of bodies to which it has delegated tasks or authority;

30.3.9 to oversee production of and approve the annual report and accounts, which will be laid before the members at the annual general meeting of the Society;

30.3.10 to appoint, or arrange for the employment, dismissal or disciplining of staff of the Society; and

30.3.11 to exercise all power of the Society to borrow mortgage or charge the whole or any part or any of its undertaking and property, and to issue debentures, debenture stock and other securities, whether outright or as security for any debt, liability or obligation of the Society or of any third party.

30.4 No alteration of the articles or any special resolution shall have retrospective effect to invalidate any prior act of the trustees.

30.5 Any meeting of the Board, at which a quorum is present at the time the relevant decision is made, may exercise all the powers exercisable by the trustees.

## 31 **Membership of the Board**

31.1 The Board shall consist of the Chairman, the Vice Chairman(s), the Honorary Treasurer, the chairman of the SEEC (subject to their consent to be appointed) and not less than five and no more than seven trustees appointed by the Council at the annual general meeting of the Society to serve for a term of three years. The maximum number of elected trustees shall be 10.

- 31.2 The Board may co-opt up to two additional persons onto the Board for a term of three years, who need not be members of the Society or the Council, but any such appointment shall be subject to ratification at the next annual general meeting. The maximum number of all trustees, including co-opted trustees shall be 12.
- 31.3 A trustee must be a natural person aged 16 years or older and no one may be appointed a trustee if he or she would be disqualified from acting under the provisions or article 32.
- 31.4 At the end of every annual general meeting one-third of the elected trustees or the number nearest to one-third shall retire from office. The elected trustees to retire shall be those who have been longest in office since their last election but, as between trustees who were elected on the same day, those to retire shall be decided by lot, unless they agree otherwise.
- 31.5 A retiring trustee will be eligible for re-election for further terms, each of which shall not exceed three years, provided that:
  - 31.5.1 a trustee shall not remain in office as such after his 9<sup>th</sup> anniversary as a trustee;
  - 31.5.2 a person who is not an Ordinary Council Member shall not be eligible to be appointed as a trustee, except in accordance with article 31.2; and
  - 31.5.3 a retiring trustee shall retain office until the conclusion of the meeting at which he retires.

where there is inconsistency between this article 31.5 and the provisions of the Act these articles shall (so far as permitted by law) prevail.

- 31.6 The trustees may appoint a person who is willing to act and who fulfils the criteria in article 31.5 to be an Ordinary Trustee to fill a casual vacancy or as an additional Ordinary Trustee, provided that the appointment does not cause the number of trustees to exceed the maximum number of 12. An Ordinary Trustee so appointed shall retire at the meeting of the Council referred to in article 31.1, following the date of his appointment, but will be eligible for re-election subject to the provisions of this article 31.
- 31.7 A trustee may not appoint an alternate trustee or anyone to act on his or her behalf at meetings of the trustees.

## 32 Disqualification and removal of trustees

- 32.1 A trustee shall cease to hold office if he or she:
  - 32.1.1 ceases to be a director by virtue of any provision in the Companies Acts or is prohibited by law from being a director;
  - 32.1.2 is disqualified from acting as a trustee by virtue of sections 178-179 of the Charities Act 2011 (or any statutory re-enactment or modification of those provisions);
  - 32.1.3 becomes bankrupt or makes any arrangement with his creditors generally;

- 32.1.4 in the written opinion, given to the Society of a registered medical practitioner treating that person, has become physically or mentally incapable of acting as a trustee and may remain so for more than three months;
- 32.1.5 resigns as a trustee by notice to the Society (but only if at least two trustees will remain in office when the notice of resignation is to take effect);
- 32.1.6 is absent without the permission of the trustees from three Board meetings held within a period of 12 consecutive months and the trustees resolve that his or her office be vacated;
- 32.1.7 is directly or indirectly interested in any contract with the Society and fails to declare the nature of his interest as required by section 172 of the Companies Act 2006; or
- 32.1.8 in the case of an Ordinary Trustee, ceases to be a Council Member, with the exception of co-opted trustees appointed in accordance with article 31.2.

28.2 The Society may by ordinary resolution, of which special notice has been given in accordance with the Companies Acts, remove any trustee before the expiration of his period of office notwithstanding anything in these articles or in any agreement between the Society and such member, The Society may by ordinary resolution appoint another person in place of a trustee removed under this article.

### **33 Proceedings of the Board**

- 33.1 The trustees may regulate their proceedings as they think fit subject to the provisions of the articles.
- 33.2 Meetings of the Board which shall be held not less than four times a year, may be summoned, with not less than four days' notice at any time by the Chairman, by the Secretary on the Chairman's behalf, or by any four trustees. Such notice shall state the nature of the business proposed to be transacted at the meeting, and shall be deemed to have been properly served if sent in accordance with procedure approved by the Board whether in these articles, regulations or otherwise.
- 33.3 Questions arising at a Board meeting shall be decided by a majority of votes of the trustees present.
- 33.4 A Board meeting may be held by suitable electronic means agreed by the trustees in which each participant may communicate with all other participants.
- 33.5 Quorum
  - 33.5.1 No decision may be made by a Board meeting 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 directors in which a participant or participants may communicate with all the other participants.
  - 33.5.2 The quorum shall be five trustees or such larger as may be decided from time to time by the Board.
  - 33.5.3 A trustee shall not be counted in the quorum present when any decision is made about a matter upon which that trustee is not entitled to vote.

33.5.4 If the number of trustees is less than the number fixed as the quorum, the continuing trustees or trustee may act only for the purpose of filling vacancies or of calling a general meeting.

33.6 The Chairman will chair the Board meetings at which he is present. In his absence, the Vice-Chairman will chair the Board meeting. If both the Chairman and Vice-Chairman are not present at a Board meeting within ten minutes after the time appointed for the meeting the directors shall appoint a director to chair their meetings and may at any time revoke such appointment.

33.7 The person chairing the Board meeting of the trustees shall have no functions or powers except those conferred by the articles or delegated to him or her by the trustees.

33.8 A resolution in writing or in electronic form agreed by all of the trustees entitled to receive notice of a meeting of the trustees and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the trustees duly convened and held.

33.9 The resolution in writing may comprise several documents containing the text of the resolution in like form to each of which one or more trustees has signified their agreement.

#### 34 **Validity of trustees' decisions**

34.1 Subject to article 34.2, all acts done by a meeting of trustees, or by a sub-committee, shall be valid notwithstanding the participation in any vote of a trustee:

34.1.1 who was disqualified from holding office;

34.1.2 who had previously retired or who had been obliged by the constitution to vacate office;

34.1.3 who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;

If without:

34.1.4 the vote of that trustee; and

34.1.5 that the trustee being counted in the quorum;

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

34.2 Article 34.1 does not permit a trustee or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the trustees or of a committee of trustees if, but for article 34.1, the resolution would have been void, or if the trustee has not complied with article 8.

#### 35 **Sub-Committees**

35.1 The Board may establish sub-committees from time to time to take responsibility for specific aspects of the Society's business and/or the delivery of the charitable objectives. Any sub-committee so formed shall conform to the terms of reference agreed by the board, to these articles and to any other regulations that may be

imposed on it by the Board. The responsibilities delegated to any sub-committee must be recorded in the minute book.

- 35.2 A sub-committee shall nominate and appoint its own chairman. The initial term of appointment of a chairman of a sub-committee shall be three years and he or she shall be eligible for re-election as chairman of the same sub-committee for further 12 month periods provided no other person is willing to be appointed as chairman.
- 35.3 Members appointed to sub-committees must also be members of the Society, unless otherwise approved by the Board.
- 35.4 Any sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of the sub-committee members present.
- 35.5 The Board may revoke the role of a sub-committee or alter the terms of its reference at its absolute discretion, subject to appropriate consultation with the sub-committee.
- 35.6 All acts and proceedings of any committees must be fully and promptly reported to the Board.

## 36 Nominations Committee

- 36.1 The Board shall delegate its powers set out in article 36.2.3 to a nominations committee ('**Nominations Committee**').
- 36.2 The members of the Nominations Committee will be:
  - 36.2.1 Two trustees (but not the Chairman);
  - 36.2.2 Three Ordinary Council Members appointed by the Council who are not trustees.
  - 36.2.3 An independent person (not a Council Member or Board Member) who may be appointed by the Nominations Committee to act in an advisory capacity only for an initial period of three years and thereafter on a rolling 12 month basis. They will not be entitled to a Nominations Committee vote.
- 36.3 The role of the Nominations Committee is to:
  - 36.3.1 receive, consider recommendations and make nominations for membership of the Council, the Board and governance bodies of any subsidiary companies;
  - 36.3.2 review the composition of the Council, the Board, governance bodies of any subsidiary companies and sub-committees of the Board to ensure the correct balance of skills and experience exists;
  - 36.3.3 receive, consider recommendations and make nominations for the office of Chairman, Vice Chairman, President, Vice President and Honorary Treasurer;

- 36.3.4 Assess the performance and training needs of appointed trustees, Council Members, sub-committee members and where appropriate directors of SEEC, and recommend programmes of training activity as required; and
- 36.3.5 undertake such other functions as may be delegated to it by the Board from time to time.

36.4 The chairman of the Nominations Committee will be a member of the Nominations Committee and will be appointed by the Nominations Committee at the first meeting following the annual general meeting until the next annual general meeting, although there are no limitations on re-appointment.

36.5 The quorum for meetings of the Nomination Committee is three.

36.6 Subject to the provisions of these articles and to any regulations made by the Board from time to time, the Nominations Committee is to determine its own procedure.

## 37 **Secretary**

- 37.1 The Secretary shall be appointed by the Board for such term at such remuneration and such conditions as the Board may think fit. Any Secretary so appointed may be removed by the Board provided that no trustee or Council Member may occupy the salaried position of Secretary.
- 37.2 A provision of the Companies Acts or these articles requiring or authorising a thing to be done by or to a trustee and the Secretary shall not be satisfied by its being done by or to the same person acting both as trustee and as, or in place of, the Secretary.

## 38 **Seal**

If the Society has a seal it must only be used by the authority of the trustees or of a committee of trustees authorised by the trustees. The trustees may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a trustee and by the Secretary (if any) or by a second trustee.

## 39 **Minutes**

- 39.1 The directors must keep minutes of all:
  - 39.1.1 appointments of officers made by the trustees;
  - 39.1.2 proceedings at meetings of the Society;
  - 39.1.3 meetings of the trustees and sub-committees including:
    - 39.1.3.1 the names of those present at the meeting;
    - 39.1.3.2 the decisions made at the meetings; and
    - 39.1.3.3 where appropriate the reasons for the decisions.

## 40 **Accounts**

- 40.1 The trustees must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and

follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable statements of Recommended Practice.

40.2 The trustees must keep accounting records as required by the Companies Acts.

**41 Annual Report and Return and Register of Charities**

41.1 The trustees must comply with the requirements of the Charities Act 2011 with regard to the:

41.1.1 transmission of a copy of the statements of account to the Commission;

41.1.2 preparation of an Annual Report and the transmission of a copy of it to the Commission;

41.1.3 preparation of an Annual Return and its transmission to the Commission.

41.2 The trustees must notify the Commission promptly of any changes to the Society's entry on the Central Register of Charities.

**42 Means of communication to be used**

42.1 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 out or supplied by or to the Society.

42.2 Subject to the articles, any notice or document to be sent or supplied to a trustee in connection with the taking of decisions by trustees may also be sent or supplied by the means by which that trustee has asked to be sent or supplied with such notices or documents for the time being.

42.3 Any notice to be given to or by any person pursuant to the articles:

42.3.1 must be in writing; or

42.3.2 must be given in electronic form.

42.4 The Society may give any notice to a member either:

42.4.1 personally; or

42.4.2 by sending it by post in a prepaid envelope addressed to the member at his or her address; or

42.4.3 by leaving it at the address of the member; or

42.4.4 by giving it in electronic form to the member's address.

42.4.5 by placing the notice on a website and providing the person with a notification in writing or in electronic form for the presence of the notice on the website. The notification must state that it concerns a notice of a company meeting and must specify the place date and time of the meeting.

- 42.5 A member who does not register an address with the Society or who registers only a postal address that is not within the United Kingdom shall not be entitled to receive any notice from the Society.
- 42.6 A member present in person at any meeting of the Society shall be deemed to have received notice of the meeting and of the purposes for which it was called.
- 42.7 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- 42.8 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.
- 42.9 In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
  - 42.9.1 48 hours after the envelope containing it was posted; or
  - 42.9.2 in the case of an electronic form of communication, 48 hours after it was sent.
- 42.10 Notice of every general meeting shall be given to:
  - 42.10.1 every member, except those who have not supplied an address within the United Kingdom to the Society;
  - 42.10.2 the auditor for the time being of the Society; and
  - 42.10.3 each Council Member.

No other person shall be entitled to receive notices of general meetings.

## 43 Rules

- 43.1 The trustees 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.
- 43.2 The bye laws may regulate the following matters but are not restricted to them:
  - 43.2.1 the admission of members of the Society (including the admission of organisations to the membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
  - 43.2.2 the conduct of members of the Society in relation to one another, and to the Society's employees and volunteers;
  - 43.2.3 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;
  - 43.2.4 the procedure at general meetings and meetings of the trustees in so far as such procedure is not regulated by the Companies Acts or by the articles;

- 43.2.5 generally, all such matters as are commonly the subject matter of company rules;
- 43.2.6 the Society in general meeting has the power to alter, add to or repeal the rules or bye laws.
- 43.2.7 The trustees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the Society.
- 43.2.8 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.

#### 44 **Disputes**

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.

#### 45 **Dissolution**

The provisions relating to the dissolution of the Society are expressed in articles 46 and 47.

#### 46 **Contribution to assets of the Society**

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

#### 47 **Surplus assets**

If on the winding-up or dissolution of the Society there remains, after the satisfaction of all its debts and liabilities any property whatever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Society, and which shall prohibit the distribution of its or their income and property to an extent at least as great as is imposed on the Society under or by virtue of Clause 5, such institution or institutions to be determined by the members of the Society at or before the time of dissolution, and insofar as effect cannot be given to such provision, then to some other charitable object.

#### 48 **Indemnity**

The Society has the power to insure and arrange insurance cover for, and to indemnify its Council Members, officers, servants, voluntary workers and members against liability which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of trust or breach of duty of which they may be guilty in relation to the Society and to cover the costs incurred in defending any proceedings in respect of such matters

**PROVIDED** that:

- 48.1 any such insurance shall not extend to any claim arising from any act or omission which the Council Members, officers, servants, voluntary workers and members knew to be a breach of trust or breach of duty or which was committed by the Council Members, officers, servants, voluntary workers and members in reckless disregard to whether it was a breach of trust or breach of duty or not;
- 48.2 any such insurance shall not extend to:
  - 48.2.1 any penalty arising from a criminal prosecution; or
  - 48.2.2 the costs of any unsuccessful defence of a criminal prosecution brought against the Council Members, officers, servants, voluntary workers and members in their capacity as Council Members, officers, servants, voluntary workers and members of the Society.

## 49 Interpretation

- 49.1 In article 9.1.4, and article 34.2 'connected person' means:
  - 49.1.1 a child, parent, grandchild, grandparent, brother or sister of the trustee;
  - 49.1.2 the spouse or civil partner of the trustee or of any person falling within sub-clause 49.1.1 above;
  - 49.1.3 a person carrying on business in partnership with the trustee or with any person falling within articles 49.1.1 or 49.1.2 above;
  - 49.1.4 an institution which is controlled –
    - 49.1.4.1 by the trustee or any connected person falling within articles 49.1.1 or 49.1.2 or 49.1.3 above; or
    - 49.1.4.2 by two or more persons falling within sub-clause 4(a), when taken together
  - 49.1.5 a body corporate in which:
    - 49.1.5.1 the trustee or any connected person falling within articles 49.1.1 or 49.1.2 or 49.1.3 has a substantial interest; or
    - 49.1.5.2 two or more persons falling within article 49.1.5.1 who, when taken together, have a substantial interest.
    - 49.1.5.3 sections 350 – 352 of the Charities Act 2011 apply for the purposes of interpreting the terms used in this article.